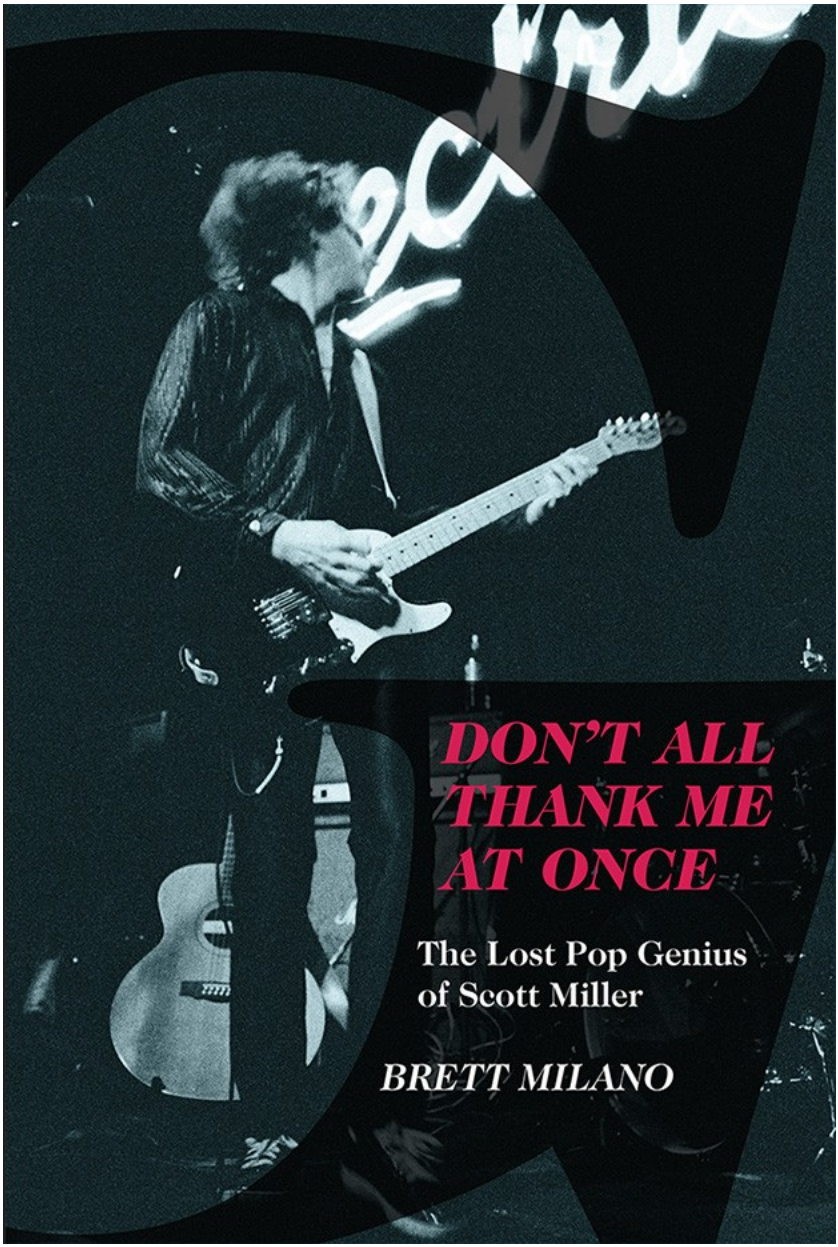

DON'T ALL THANK ME AT ONCE
The Lost Pop Genius of Scott Miller
BRETT MILANO

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The Lost Pop Genius of Scott Miller

Brett Milano

125 Books

Alameda, CA

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1

Introduction

I'll get the hardest sentence in this book out of the way first: Scott Warren Miller, unsung master songwriter, chose to end his life on April 15, 2013.

The news made even less sense than this kind of news normally does. As far as any of his fans knew, Scott was content, maybe even fulfilled. Yes, he'd stopped leading bands in 2001, but that seemed to bother his fans more than it did him. (I was one of a few to ask him about it, and he swore he wasn't missing playing in a band.) And he wasn't unproductive in the years since: he'd written a book, made a few impromptu live appearances, even done a low-key album with a friend. And he'd kept in touch with the fans, writing his Ask Scott column on his now-defunct band the Loud Family's website. His responses, as always, were full of self-deprecating wit and deep appreciation for the fans. He also posted fairly often on Facebook: there were numerous photos of Scott with his wife and two young daughters. The wild frizz of hair from his band days was gone, but even more surprising was his wide grin in most of those photos. From a distance, he seemed a man who'd been well blessed. And then, to invoke a song title, just gone.

Like many fans, I had a hard time going back to the music for months afterward. I knew of the depression he'd aired in certain songs, and thought I'd find it way too glaring in the aftermath. Surprisingly though, all the Game Theory and Loud Family albums still sounded as life-affirming as they always did. Yeah, there's some deep despair in there, but there's always just as much soaring joy on the same album, maybe even in the same song—he celebrated the ability to feel all of it. Since Scott's death a handful of well-liked songwriters have acknowledged his influence. And if I could meet up with the ones who haven't, I'd sit them down and play them "Here It Is Tomorrow" or "Room For One More, Honey" or "Jimmy Still Comes Around" or "Not Expecting Both Contempo and Classique." And I'd say "Go ahead, top that."

So if he was so good, why didn't you ever hear of him? For most of the usual reasons: he didn't have much conventional rock-star charisma, though of unconventional charisma he had plenty. His records didn't happen to touch whatever commercial nerve was throbbing at the time. And he was usually doing something that just wasn't all that fashionable: pop songwriting that could probably be traced back to the Beatles (though you'd probably have to trace it down a long and bumpy road), a kind of music too often taken for granted. *Plants and Birds and Rocks and Things*, his 1993 album with the Loud Family, had all the indelible hooks, careening energy and deep alienation that Nirvana's *Nevermind* had; it just couched them in finely textured melodies instead of raw outbursts—and as such was largely ignored. How sad that during an era when the misfits seemed to be taking over, pop music failed to recognize one of the true tortured geniuses in its midst.

On the other hand, why *did* you hear of him? Probably because you were in proximity to a good underground music scene or college radio station in its heyday; you heard a Game Theory song and immediately wondered where it had been all your life. Scott's music is a very personal thing for those who took it to heart. His lyrics were often confusing, yet full of immediately quotable catchphrases: he'd drop you a few hints, then turn to the abstract, as if the most important things couldn't be said outright. If you were on his wavelength, those songs revealed many of his deepest emotional truths, and a few of your own.

There are many songwriters who can't listen to other people's music for fear they'll start unconsciously borrowing ideas. Scott didn't have that problem: he was a voracious listener and an enthusiastic fan, but it's hard to find a familiar-sounding tune anywhere in his catalogue. His book from 2010, *Music: What Happened?*, is a thorough appreciation of every track he happened to love during each year of his life. My first reaction to the book was amazement that he'd heard some of my most obscure favorites—good lord, "Loneliness" by Horslips is in there!—and how he managed to say something unique about each of the couple thousand tracks in there. But most of all, he spelled out what makes a lifelong music fan: the thrill of finding one more song that can move you in an unexpected way.

Scott wrote those kind of songs. Alison Faith Levy, who was a fan before she became a Loud Family bandmate, summed it up nicely: "I want to feel like the person giving me art is one or two steps ahead of me. His lyrics were slightly inscrutable and the music was complex, but it still had this visceral effect on me—he wrote these juicy hooks, but they were twisted up in other stuff that you had to unravel. And even on the most cerebral writing he did, you felt this core of longing and sweetness. That core was always there, no matter how edgy he tried to get."

Scott tended to get typecast as a brainiac, which he was in real life. Unlike Elvis Costello, who got plenty of publicity mileage out of a low-level data entry job that he never held for long, Scott was indeed a successful computer programmer, working for high-end Silicon Valley firms and doing well enough to be allowed time off for tours, later moving into management. He wasn't shy about referencing James Joyce and T.S. Eliot on his albums, but that didn't mean he was cold and cerebral (or that Joyce and Eliot were, for that matter). As his friend and producer Mitch Easter puts it, "That word 'smart' got hung on him, but Scott wasn't selling smart. He was selling sex and selling fun, just like everybody else." And for all the self-doubt he aired, Scott knew that he was on to something. As he put it in a blog post, "sometimes you just got to say, 'This is going to sound really stupid but I'm going to do it because five years from now they'll thank me.'"

His view of the spotlight was certainly mixed, and lack of it probably bothered him more than he let on. Toward the end of his life he became convinced that his music career had been a failure. Yet for two decades he made exactly the albums he wanted, with just the producer and collaborators he chose, and got them all released on national labels. To any non-superstars who recorded in the '80s and '90s I'd again say "Top that."

I'll admit that my first encounter with Scott was over a bad review. Writing for *Boston Rock* magazine in 1983 I'd been given a review copy of Game Theory's second record, the EP *Pointed Accounts of People You Know*. I didn't love it, and in retrospect, I still don't: the voice was too wispy for my taste; so at that point were some of the songs, and it seemed to be trying too hard to live up to its title. My

review suggested that the band had a ways to go before it could match the two bands it most resembled, Big Star and the dB's. A few months later, he sent the next EP to the same magazine, with a note politely asking if somebody else could review it. And somebody else did, noting in the first sentence that it "did little to discourage unfavorable comparisons to Big Star and the dB's."

Flash forward two years, when I'm visiting a friend's show at a college radio station. She plays a new Game Theory track—probably knowing my taste and figuring I needed to hear it—and it knocks me sideways, with a frenetic energy that the early EPs hadn't even suggested. The voice is still wispy but now it has anger and snarl, as the song careens toward its hook and practically runs over it. The whole thing's over in 2:23, not enough time to catch many of the lyrics, save for the insistent chorus: "Here it is tomorrow… so what the hell do you know!" As it turned out, the song is partly about learning a few years late that you're a father—and perhaps, partly about recent changes within the band—but mostly it's about the urgency of that hook. I sought out the early records—still didn't always love 'em, though the *Real Nighttime* album was decidedly more like it—but the next album*, Lolita Nation*, was the payoff. The sheer audacity of a double concept album in 1987 was enough to win this prog-rock lover's heart, and the album was in one sense a communique from one pop obsessive to another. There were plenty of great pop songs around in 1987, but there weren't a lot of albums full of puzzles, cross-references and secret meanings—and yeah, killer hooks. And all those emotional truths that took hold when you were getting seduced by the melodies.

In time Scott and I were on friendly terms; we'd done a couple of interviews and I'd managed to see Game Theory three times (including a 1988 show in Boston, where the band sounded so confident that nobody realized it was on the verge of falling apart). In 1991 I'd wound up in Los Angeles, where I was doing publicity for the intrepid Alias label. And I was one of a handful of friendly ears who got to receive the cassette demo (handwritten label and all) from his new band, the Loud Family. To these ears, he'd finally done it—written songs so universal and so undeniable that they absolutely had to be hits this time. I flat-out fell in love with the

four songs on that demo, and made it my mission to get the album out on Alias (though I didn't know it at the time, I was helped in my goal by a promising major-label deal not coming to fruition). For various real-life reasons I was back in Boston by the time the record came out, but when it showed up in the mail, there it was, my personal dream of an album—and there was my name in bold print under special thanks on the back cover. It remains one of my very proudest moments. Scott made a few more wonderful records, I caught a few more shows, and that was it before the hiatus.

We can't give any easy answers about what Scott was going through, because there aren't any. But we'll avoid looking for clues within the songs—hold the easy scenarios about lifelong struggles with depression, because Scott was more complex than that. If you knew him as a fan, you usually saw the upside: with fans he was invariably welcoming, willing to discuss musical trivia for as long as you pleased. Talk to the members of his bands and you'll hear that he was thoughtful and inscrutable on one hand—comparisons to pointy-eared Vulcans came up more than once—but also patient and nurturing. His bands were family-type units, some more dysfunctional than others, and the two best ones fell prey to internal drama. But he had an instinct for knowing who'd make a good bandmate, and loved the process of touring and performing as few introverts do. Was Scott depressed? At times, certainly—he admitted to a downswing after Game Theory's breakup in 1989, and mined the two painful romantic breakups of his life for songs. Yet many who were close to him in the Game Theory and Loud Family years swore they never saw evidence of a crippling downside.

For purely selfish reasons, the news of Scott's death got harder when word leaked out that he'd been laying groundwork for a new Game Theory album, *Supercalifragile*, that band's first in 25 years. Like all of his titles it works on a few levels: was this to be a knowing look back at merry pop and Mary Poppins? An examination of the California psyche at breaking point? Or a souped-up West Coast answer to a vintage Yes album? Most likely it would have been all of the above—a typical Scott Miller album, in other words. (In late 2015, it was announced that many of Scott's collaborators were working with his widow Kristine and the Posies' Ken Stringfellow to flesh out some of the lyrics and audio fragments

he left behind.)

Scott's family, friends and bandmates have been generous with their support and their reflections. He'd likely have been embarrassed or worse if he'd heard this book was happening, and many of my writing sessions ended with the sad realization that I couldn't just call him up and have him clarify a point or two. Scott was fortunate to play with some of the sharpest and loveliest people around, and I thank his bandmates and personal intimates for being so open with their reflections here.

I like to think he'll get a full-scale rediscovery someday soon—maybe when the same marketing genius that put Nick Drake's "Pink Moon" into a Volkswagen commercial realizes how perfect it could be to film some strange, soulful beauty for a blue jean ad as the voiceover sings "Nobody knows the real Sheila like I do…"

But to some extent it's already happening: The enterprising Omnivore label began a Game Theory reissue series in late 2014; it only took the formative *Blaze of Glory* album to get them pronounced "the quintessence of '80s college rock" in the tastemaker zine *Pitchfork*. "People who fell in love with Scott's music tended to keep it to themselves because they figured that nobody else would really get it," notes Bradley Skaught, a friend and collaborator of his. "So after he died you'd find out who was a fan and it was 'Oh my God, you too?'" And now they're falling into place: New Pornographers leader Carl Newman has dropped Scott's name a few times, Aimee Mann's been in his corner all along, and Ronnie Barnett, bassist of the great punk/pop band the Muffs, wrote in *Magnet* magazine that "there are two kinds of people. The people who know that Game Theory was the best band in the world, and the people who have never heard them."

The hurt and confusion over Scott's exit will be around for a while to come. But we're left with a stellar body of work, one that illuminated its creator's complex worldview and certainly improved mine. To anyone who's just discovered the reissues, you're in for a lively ride. And Scott, thank you.

1

Here Comes Everybody

The night should have been Game Theory's first blaze of glory. It was 1984 and they were at Studio 54 in New York City—not the first place you'd expect to find a band devoted to thoughtful, emotive and not-usually danceable pop music. But they already knew they had a reason to be present tonight, having been tipped off in advance that they were about to be named "best undiscovered talent of the year" at the *College Media Journal's* annual awards ceremony. They'd just done their best work to date, the album *Real Nighttime*, which was still awaiting release.

Behind the scenes, though, things were beginning to fray. Internal tensions and first-tour hassles were on the way to splitting up the lineup, which wouldn't be together by the time the album got released. The band was touring the East Coast and the plan was to perform in New York, drive to the next show in Boston, then return to NYC for the big moment. In Boston they shared a bill with Uzi, the band fronted by local treasure and future Come frontwoman Thalia Zedek. Only trouble was that Scott Miller and Zedek discovered at the show that they played the very same model of guitar. No prizes for guessing whose guitar mistakenly wound up in Game Theory's case, prompting another zigzag up to Boston.

The awards show was a glimpse of the big time, with Al Franken hosting and Lou Reed getting a lifetime achievement award. Winning the emerging artist award (over Pennsylvania punks the Original Sins and Wisconsin psychedelic group Plasticland, among others) was a feather in Game Theory's cap. Only trouble was, the award was to be presented by the Red Hot Chili Peppers—a tough band to follow, even at an awards ceremony: the group took the stage with typical bluster, ultimately removing their pants and doing their trademark fashion statement with strategically placed ankle socks. They opened the envelope, savored the moment and ceremoniously presented the award to themselves; by the time Game Theory's name was finally called the crowd was laughing hard enough to drown out the announcement.

Game Theory still had their award and a handful of in-the-know types paid attention. But on this occasion, lovingly-crafted songwriting was drowned out in the public ears by big rock bluster. Such would be the story of Scott Miller's musical career.

• • •

Scott Warren Miller's first musical ambition was to be one of the Monkees. But that job was already taken, so he settled for the Monkies—a make-believe band that danced around with make-believe instruments to their favorite records. Scott naturally took the role of Mike Nesmith, the smartest and musically savviest one.

An only child, Scott was born in Sacramento on April 4, 1960. His parents, Vaughn and Beth Miller, also grew up in the Sacramento area and had Scottish and Irish roots. Vaughn, who died in 2014, served in World War II and went on to work for the State of California. "He was in real estate, buying and selling property that the state would use as office buildings," Beth recalled in 2015. "So he would travel a lot, up and down the state." While neither parent ever performed, Vaughn was a home-recording enthusiast and Beth a classically trained pianist, so Scott grew up with tape machines and a grand piano on hand—along with the toy plastic guitar that was his first instrument. "He started liking music early on, and pretending he was in a band. We have a picture of him with two little neighbors when he was five or four, and he had a make-believe band even then."

Vaughn was also a music fan whose tastes leaned toward Broadway and movie soundtracks; there were enough electronic gadgets in the house to engage Scott's imagination—in particular, Miller senior enjoyed making home recordings on an early TEAC reel-to-reel tape recorder. Scott made his first recording at the age of three, allowing his dad to show him how the machine worked and warning him against a certain button. "If I touch that, sparks might fly," says a scratchy three-year-old voice. "Yeah, Scott might get shocked," answers his father.

Scott grew up in an era where an "uneventful" childhood equaled a

cozy and untroubled one, and he had one of those. The family had a single-story ranch house, with a pool in the backyard, in the Sacramento suburb of Carmichael—an area with "very nice homes, beautiful tree-lined streets. Certainly not the homes of wealthy people but very comfortably well off; I'd say very comfortable middle class," recalls friend and neighbor Nan Becker. "It was a lovely place to grow up in, and the schools were very good," adds Beth Miller, who continues to live in the family home. "So Scott had a good start as far as his education and the neighborhood. Not very eventful, but there was a lot of opportunity." Scott also took to his father's book collection, in particular the six-volume Winston Churchill history of World War II.

Scott had a large German shepherd named Ginger—who was "like his sister," says Nan—and kept a couple smaller pets as well. "He had two rats," Nan recalls. "And when he got them it wasn't enough to just play with them; he had to create mazes for them, to see how fast they could get through and get their rewards. So the whole of his bedroom floor would be covered with cardboard that he'd made into partitions. He was pretty obsessive when he'd get into something."

Chief among those obsessions was of course music. Scott was too young to be one of those Baby Boomers who had their lives changed by the Beatles' *Ed Sullivan Show* debut in February 1964, but he'd discover them soon enough. In a 1998 interview, Scott named the Monkees song "Look Out (Here Comes Tomorrow)," written by Neil Diamond and released in early 1967, as the first song that ever grabbed him: "I didn't understand the ostensible meaning, which was Davy having to choose between two girls, I just really related to the idea that the singer was voicing anxiety about something." He also mentioned an early love for the Womenfolk, a female acoustic band who can claim the shortest record ever to hit the Billboard Top 100 (1964's "Little Boxes" at 1:02). Female harmonies, unconventional song structures and anxiety would all figure into Scott's work for many years to come.

Like his Beatle heroes, Scott stood out in school as a visual artist, and wound up contributing drawings to the school yearbooks. "People thought of him as funny and sort of strange," says Joe

Becker, Nan's younger brother and Scott's oldest friend. They met when both were aged seven and attending the now-defunct Eastern Avenue grade school; since they didn't live within walking distance Scott's parents gave him and Joe a lot of back-and-forth rides. "If you listen to his song lyrics, he'd probably say that he wasn't popular," says Joe. "But he could draw, and people flocked to him because he was good at that. Scott was always silly and funny, which is one reason we became friends—we appreciated each other's sense of humor."

Adds Nan, "For a while he was just this weird kid that my brother played with. He came over a lot, and he smelled like candy. And he was obviously really bright—he'd just say strange stuff; you didn't know what was going to come out of his mouth, ever. It was just my brother and his goofy little friend. Scott was very active, very busy, and if you weren't on his wavelength then he wasn't much interested in talking to you. And with my being the big sister, he had to irritate me just like my brother did." Scott played some Little League baseball and did some improvised athletics with Joe, though his mother says that Scott wasn't very sports-minded overall. "He was always really hyper, just bouncing off the walls," Nan recalls. "Joe got hurt once at Scott's house playing on a skateboard—he went down the driveway and crashed, took off a side of his finger. That's the sort of thing they were doing."

One personality quirk of Scott's became obvious to Joe early on: his tendency to keep his emotions under wraps. "As close as we were, the really personal things were things he would not share. All his insights and emotions toward people, he kept that all to himself. And in all the years I knew him, I never once saw him cry—not when pets died or he got hurt, all the times I had no problem crying—but Scott never would show emotion, he was always very guarded. Maybe it was because his parents considered that a weakness, it wasn't something they appreciated."

Scott was most likely to loosen up where music was involved, so their mutual love for the Beatles and the Monkees fueled his friendship with Joe. And the Beckers' house proved a great place to hang out: not only were Joe and Nan there, but there were even more gadgets to play with. "One year our parents gave Joe and me

a Pachinko Palace pinball machine," Nan recalls. "And Joe and Scott would play that game over and over. Especially Scott, he would keep playing the game until he got it exactly right—and it wasn't enough that he got the game right, he had to go home and build his own. The metal balls were really heavy and they had a distinctive sound when they were struck by the lever; that was another thing Scott got obsessed with." Indeed, he recreated the sound decades later in a Loud Family song, "Don't Respond, She Can Tell."

Another early passion was *Mad* magazine, and Scott was able to buy his own copies because his parents would pay him for doing odd jobs around the house. (They also required him to buy clothes out of those household earnings, with the stipulation that Nan would help pick them out.) It also helped that the Beckers had hip parents who bought rock and roll records, including a lot of Jefferson Airplane and Beach Boys—a change from the Nelson Eddy albums and soundtracks that Scott's parents kept around. "Scott rightly credits our parents with introducing us to music, and you have to remember how unusual it was for parents to share rock music with their kids back then," Nan notes. As the '70s dawned there'd be more music to discover, and Scott's parents helped as well: Vaughn Miller had one of the early, pre-VHS video recorders, and he recorded shows he thought Scott and Joe would like—among them David Bowie's "1980 Floor Show," which was shown on NBC's *Midnight Special* in November 1973. The odd, decadent theatricality of that show—including Marianne Faithfull's memorable turn as a nun—left a mark on both.

Scott and Joe were also both prog-rock fans, and they nearly went to their first concert together: they both had tickets to see Yes at their height, on the *Close to the Edge* tour in spring 1973. Alas, their parents forbade their 12-year old kids to attend a show where there'd be a lot of marijuana smoking ("I was bummed about it then, and I still am," Joe says). Scott's first show wound up being Peter Frampton a year later, while Joe got to see an innocent-sounding country show headlined by the New Riders of the Purple Sage—whose fans likely made Yes's look like lightweights in terms of pot intake.

The pair entered high school at Sacramento's Rio Americano High School, "a real joke of a school," says Joe. "It was almost a parody of a high school, with all the situations you see in comedies—like the French teacher having an affair with the principal. The amount of stupidity there was staggering. Some members of the staff embezzled money from the senior class—when we caught them we were told *we* couldn't graduate if we kept it up." Scott took a number of advanced placement courses, and his English class may well have been pivotal. "It was obvious by now that Scott was on a different level," says Joe. "He was certainly head and shoulders above me in a lot of classes. I remember his English teacher saying that he never met a student like Scott, because he seemed fully-formed in a lot of his thinking. I wouldn't be surprised if one of those teachers told him about James Joyce and T.S. Eliot, though I don't recall his mentioning them until college." Adds Nan, "Scott was the kind of person who'd have to figure out everything he got interested in. So when it was James Joyce, the first thing he did was to emulate his writing."

By now Scott's love for art and music was going hand in hand with an aptitude for math. "They put him in advanced math during junior high," Beth Miller recalls. "In some ways that went against him, because those were the kids that were teased a little bit, like you're only so many years old and look where they've put you. But Scott had his own little group of friends, with Joe and the others around music, so he did fine."

Scott's first major crush was inevitably Nan, whose dark hair and wide eyes gave her the look of a late-60s model. "He started spending more time talking to me around the time he entered high school; I was a senior when he was a freshman," Nan says. "He was suddenly a lot nicer to me and I teased him horribly, just because I could. He asked me out a few different times, but I just didn't think it was a good idea. If it hadn't worked out it would have impacted all our family, and put my brother in a very difficult position." As a result Scott didn't do much dating in high school. "Neither of us did, so we weren't very popular in that sense," Joe says. "We weren't able to get on any of the sports teams but at least we held our own in gym class—so we didn't fit in real well with the jocks but we weren't wimps either."

Still, Scott and Nan developed a platonic friendship that grew stronger through the years. “We’d talk about music, talk about everything. Once he was in his teens, we’d drive around together a lot. One of everybody’s favorite things was going to Tower Records. We saw *Eraserhead* together, which is still one of the most important movies I ever saw, because it was so much about Scott and me talking. He could talk pretzels around you—not circles, pretzels. You couldn’t have an argument with Scott without it becoming a contest—if he disagreed with you it didn’t matter, as long as he won. That was one of the reasons I thought dating him would be tough.”

Joe was part of the make-believe Monkees band, and he was around when Scott began playing music for real. Scott’s first performance actually happened in grade school; he played bass guitar to accompany the school choir. He also took a few years of guitar lessons as a teenager. By 7th grade Scott had done enough odd jobs around the house to save up for his first guitar, a white Hagstrom that looked “like a piece of kitchen equipment,” according to Joe. The first real band, Elektranite, included Scott, Joe on a newly acquired drum kit, and bassist Craig Foster. They didn’t have a lot of gigs or many original songs, but they did have an official silkscreened T-shirt that Scott made in art class. The band cut its teeth learning a bunch of covers—Joe Walsh’s “Rocky Mountain Way” was a favorite, along with various Black Sabbath, Alice Cooper and David Bowie songs. “Scott had started writing, and the songs he had were pretty heavily influenced by the bands we covered,” Joe says. The name and personnel of the band changed a couple of times—there was a version called Mantis, and one called Resistance—but at this point it was strictly formative. “We spent a few years just playing in Scott’s bedroom.”

Scott’s bedroom had a double door that opened into a guest bedroom, creating enough space for a rehearsal room. And his parents were surprisingly tolerant of a fledgling band setting up in their home. “Joe would bring his drums over and they’d practice,” Beth Miller recalls. “We made sure the doors and windows were closed so it wouldn’t disturb the neighbors, and we never allowed it at night. Everybody used to tell me that, boy, I was a champion to allow that. But they were great kids and it kept them out of trouble.

But I'll admit we weren't terribly taken with the kind of music that was popular at the time. My husband and I liked classical music first of all, and we saw that a lot of people were appreciating the little bands that Scott had. But we were from a different generation, so we didn't always appreciate what he was doing, we just knew he was a talented young man. Even the lyrics, in a lot of cases we didn't understand them."

The first band that Scott acknowledged, Lobster Quadrille, grew out of those bedroom jams. The one widely distributed tape from those sessions (on a tape that Scott retroactively dubbed *Adolescent Embarrassment Fest*), a keyboard-heavy rendition of "Little Drummer Boy" titled "Christmas Moog" is, well, bad—but exuberant in its badness, with Scott sneering the vocal in quite inappropriate Johnny Rotten style. The bedroom production is at least more polished that it has any need to be: by now Scott had inherited his parents' TEAC tape machine and was experimenting freely with it. "I remember when he heard about tape loops, suddenly he started working with those," Joe recalls. "He'd make tapes that he considered full-blown records, though he never released them. Some of it sounded like the same music we were listening to, and it seemed to me as interesting as Black Sabbath." Which from an adolescent in the '70s was high praise indeed.

A couple of record-store experiences also played into Scott's development. His first favorite store was Hartman's Records, owned by his father's friend Ed Hartman, who kept a stock of exotic records, like imports and bootlegs, that you couldn't find in most stores. Future Cramps leaders Lux Interior and Poison Ivy were also frequent visitors, so it's likely they and Scott brushed up against each other while browsing the racks. Since Ed Hartman was friends with Vaughn Miller he'd put interesting records aside for Scott, and at one point gave him a John Lennon and Yoko Ono autograph that he'd acquired in New York; Scott would keep this for the rest of his life. Another record-store friend was Don Marquez, a.k.a. Donnie Jupiter, whose group the Twinkeyz was getting some underground attention for its independently-released single "Aliens in Our Midst." Recalls Joe, "It really impressed us that the single had done well in Holland, so Don got a royalty check and didn't know what to do with it. The idea that you could make a record and have it

heard in far-away places was inspiring to Scott."

The urge to get even more serious coincided with the band's being rechristened as Alternate Learning. The first lineup formed in 1977, during Scott's senior year at Rio American, with Scott and Joe joined by school friend Scott Gallawa (usually on bass). Scott Miller had now moved up from the Hagstrom guitar to a Fender Stratocaster, his songs were starting to crowd out the covers, and his writing was beginning to take recognizable shape. "He had a good sense of the construction of songs, thanks to his love for the Beatles. But by now we'd heard the Sex Pistols and the punk music that was coming in, so we had some of that edginess as well." Unlike the prototype bands Alternate Learning did play a few high-school gigs, and Scott approached his first live shows as methodically as the recordings. "I always thought he seemed a little nervous," Joe recalls. "It seemed that everything he did onstage was thought out, like he had a plan for it all. Whereas the rest of us would just start playing and there'd be a natural solidity." Joe vetoed Scott's suggestion of putting Nan in on keyboards, so the group initially remained a trio. "I gave Scott the ultimatum on that; at that point playing in bands was the only thing I could do in my family without my sister around. So I said it was her or me, and he chose me because I had more experience."

Still, the band gave Scott a conquest of sorts with Nan. Rehearsing one night at the Beckers' house, the band set up and played "Green Card," which would eventually be the first song on Scott's first EP with Alternate Learning. Nan by now was studying fifteen miles away at the University of California at Davis, but was home for a visit. "That was the first time I heard the band, in my parents' house. I heard 'Green Card' and that just turned everything around for me. I could not believe that song, I thought it was the best thing I had ever heard. That quirky drum part, the bass, the guitar, the lyric—my God, it just blew me away. And I thought, 'Of course he can write. The guy can build pinball machines, so of course he can write his own music.' I figured they were going to be competent and all, but as soon as I heard that song I just wanted to be playing it over and over." In time she would be playing it live.

2

Beach State Rocking

Scott enrolled in UC Davis in 1978, with electrical engineering as his major. “My intention was to major in art, but I had a vision of myself arrogantly chasing after appreciation for my artistic talent, and to counteract that I went into hard science—where arrogance can hide easily,” he said online. And yes, the school offered a course in game theory, but he never took it. “It was hard to get enrolled in —offered only fall of even-numbered years or something. Very likely there was no actual course; they just gave you credit for it if you ever managed to devise a class schedule that included it.”

Choosing to study engineering rather than art marked a turning point. “All through high school I was the guy most interested in art,” he told Cathy Livingston in 1989. “But I got to college and it suddenly became a real mental strain for me to have my grades depend on what people thought of my art. I thought that wasn’t a good way to discipline my mind, so I just dropped it all.… And I was also getting into expressing myself in pop songs, so that took over for me. It’s hard to be a visual artist—there’s a lot of competition, and the criteria is fuzzy for who deserves the attention.”

Music at this point was far more of a free-for-all. On college campuses in the early ‘80s, punk rock was more than a hip new trend; it served as a rallying point for misfits and creative types of all stripes. That was the case at UC Davis, where budding artists, photographers, writers and DJs congregated around the musicians. “I’d say the scene was pretty small, mostly the design students and the art students,” recalls Robert Toren, alias Photo Robert, who’d become Game Theory’s resident photographer and sometime road manager. “It was the kind of straight white campus where the suburban families sent their kids to be safe. Steve Wynn used to say that there were the same 200 people at all the shows, and they all felt very isolated.”

It was a simple equation at the time: if your college had a decent

radio station and an entertainment committee with the budget to put on shows, it would inevitably spawn a good band or two. And in many of those cities it was the same visiting bands who turned heads around: the numbers of late-'70s college students who had their lives changed at a campus show by Talking Heads, Elvis Costello or the Ramones are legion. Future Camper Van Beethoven violinist Jonathan Segel, then in his last year of high school, remembers crashing a Talking Heads/B-52's double bill at the UCD campus in 1979. "My gang of high school kids all went together. And when we got there it was obvious that nobody knew what kind of show it was supposed to be—there were punks, new wavers, hippies. Everybody was looking at each other thinking 'What is this? Is this a new wave concert? Is this a punk concert?' I got super high from a Spanish guy in a vest (no shirt) dancing around speaking no English, while I wore my Yes T-shirt."

Turns out he had a future member of Game Theory to thank for that show: Fred Juhos, who came to UCD to study international relations and moved into economics, had gotten a gig to help book shows with the student entertainment council. It was a plum gig for anyone who wanted to be around music, and UCD had the advantage of being close enough to San Francisco that many bands playing there would warm up in Davis the night before. Costello, the Police and the Ramones came through as well, but so did a bunch of less-remembered bands; Juhos recalls booking a double bill of Chrome Dinette and Moev. At this heady time, any band not playing Led Zeppelin or Stevie Wonder covers automatically had a bit of cachet.

And to large extent, those 200 hip people at UC Davis really had it made. As a music hotspot, UC Davis had two things in its favor: the first was the Coffeehouse, a campus hangout that held about 150 people. And thanks to the efforts of student promoter Peter Afterman, and to the San Francisco proximity, the place wound up getting an embarrassment of potentially life-changing shows. Steve Wynn, who entered UC Davis at age 17, remembers seeing a roll call of new-wave luminaries there: the Police, Nick Lowe and Dave Edmunds with Rockpile, XTC, Joe Jackson, Devo, Elvis Costello and more. "And they were all in this tiny room, a really vibrant place. Nobody talked about a Davis scene then, we were so off the radar.

So nobody in San Francisco realized that they were seeing Rockpile in a place that held 2000 people, when they could just drive the 80 miles to Davis and see them play for 150."

Also on campus was a 50,000 watt radio station, KDVS, one of the places where this new music was being aired. Wynn himself was part of a coup that changed the musical balance at the station—out went the hippies, in came the punks. "Yeah, we pretty much took it over from the Grateful Dead people. And when I look back on it now, I realize that the Deadheads were playing things like Can and Neu! that I really like today, so they were pretty hip. But at the time we were all about punk and new wave, and it came to reflect our taste." Future Dream Syndicate bassist Kendra Smith, future Thin White Rope leader Guy Kyser and Scott himself were among the notables who would get airshifts at KDVS.

Wynn was also the leader of the Suspects, one of the handful of local bands on the Davis scene. (Few people heard this band in retrospect, in large part because Wynn's done his damnedest to keep their one single out of print—he once claimed he threw all the copies off the Santa Monica Pier, but in fact keeps them safely stowed in his basement. It would be safe to say they were nowhere near as great as Wynn's next band, the Dream Syndicate.) Former Suspects member Russ Tolman would form another short-lived Davis band, the Meantime—his next band, True West, would be the keeper. And a band calling itself the Les Z Boys would get deeper and darker into psychedelia, take a new name from a William Burroughs term for male ejaculate, and re-emerge as Thin White Rope, who'd last into the '90s. And the underground success of Sacramento's Twinkeyz and their single "Aliens In Our Midst" would inspire bands in Davis; Game Theory later covered the song. "There was kind of a secret society that was into all this stuff," Steve notes.

Scott commuted home to rehearse with Alternate Learning, still with Joe Becker and Scott Gallawa, who hadn't made the move to Davis. With this band he made his first record—a four-song, seven-inch EP (called either *ALRN* after the artwork, or *Green Card* after the first song), released in 1979. The sound is rough, aggressive and definitely of its time, but some elements of Scott's sound are in

place: “What’s the Matter” features a mix overloaded with fuzz guitars, a trick Scott would use with more finesse years later in “Dripping With Looks.” Gallawa contributes “Gumby’s in a Coma,” whose quirky humor certainly contrasts with the rest of the disc. The most 1979-sounding of Scott’s tracks, “When She’s Alone,” has a staccato guitar intro straight out of Cars territory (and a possible prototype for another future track, “Erica’s Word”), plus Scott doing his best to sound tough as he sings of a doomed romance with a 17-year-old girl, “too young to even know me” (he was in fact 19 at the time). Still, the song’s chorus—“When she’s alone she’s not alone, when she cries there’s twenty shoulders she can cry on”—has some jagged emotion and a nice chord change, a sign of things to come. Joe’s gung-ho drumming perfectly suits the teen frustration at hand.

The EP got some regional notice, particularly when Ray Farrell, a future Rough Trade and Geffen Records staffer who was now working at a notable record store, Rather Ripped in Berkeley, started spinning it in the store. Dan Vallor, who would become a close friend and associate of Scott’s over the years, first heard his music there. “Ray was a real mentor to people like Steve Wynn and me, and I’m sure he put us both onto Big Star,” Vallor recalls. “If you went into Rather Ripped you knew the right people and you’d find out about the right music. It was a real gathering place, the salon of music in the Bay Area. And I remember coming in one day when Ray pulled the Alternate Learning seven-inch down from the wall and said, ‘You have got to hear this.’”

Alternate Learning began a round of personnel changes after the EP’s release, first with Nan Becker briefly joining on keys—then exiting because Joe still didn’t want his sister in the band. Lynn Ross then took the keyboard slot, then Carolyn O’Rourke, Scott’s first serious girlfriend, joined on bass (and moved Gallawa to guitar)—after which everybody but Scott and Carolyn left. (There were personality differences with Carolyn, says Joe.) The remaining duo briefly performed as Alternate Learning on their own, then added Eric Landers on drums and Byl Miller (no relation) on keyboards. The new lineup made Alternate Learning’s only album, *Painted Windows*, released two and a half years after the EP. Even considering the time lapse, the sound was remarkably different—more textured and less teenaged, minus the sneering vocals and

Joe's gung-ho drumming. Two of Scott's longtime trademarks, female harmonies and synthesizers, made their first appearance here, and he let himself sing in a more natural voice, a high register full of yearning. The EP had no ballads, but the album's highlight was the emotive "The New You," which featured a long instrumental coda led by Carolyn's bass. And it was perhaps the best evidence of Scott's confidence: not a lot of new-wave bands were putting six-minute ballads just three songs into their debut album.

That song particularly impressed Steve Wynn, who initially heard about Alternate Learning via Carolyn, whom he'd dated before she took up with Scott. "I played the hell out of that first album; it's a very emotional record. 'The New You' just killed me. When you're still young and melancholy and having your heart broken, a song like that can hit you in a really hard way—not to mention that he was playing it with my ex-girlfriend." That didn't keep the two from becoming friends, and Steve provided Scott with a landmark musical moment. "I said to him, 'This is great, we're into the same music. You're obviously as big a fan of Big Star and Chris Stamey as I am.' And he looked at me and said, 'Who's that?' I asked where his music was coming from and he said it was the Beatles, Elvis Costello, and Pink Floyd, which kind of makes sense." Steve wound up fishing the double-LP reissue of Big Star's *#1 Record/Radio City* out of a bargain bin for Scott. "I probably got it for a buck, and Scott got into it hook, line and sinker. So that's how he got into Big Star."

Wynn recorded one side of his 1981 single "Last Chance for You" at Scott's house with him engineering but not playing on it. (The short-lived band, with Carolyn O'Rourke and Eric Landers, was dubbed 15 Minutes.) And there was at least one seminal bill where Wynn's Suspects played with Alternate Learning. "I remember thinking from the beginning that Scott was bringing in more art-rock and visual elements than the rest of us were—I think he might have had TVs onstage. At that time, punk rock had blown my mind and I just wanted to get up there and play it. But Scott seemed to have more of a visual concept; it was obvious that he'd spent some time on his own putting it together." Robert Toren began seeing the band in its first incarnation, and was impressed with its aggression.

“I was struck by the confidence and energy and anger. I wouldn’t say it was a punk kind of energy; they were a little too complex for that. When I saw Alternate Learning around the time of the 45, it was less melodic, really jagged, electronic—I would say cubist. In Game Theory we got those beautiful pop melodies, but those came later. Alternate Learning wasn’t as pretty.”

Meanwhile, there were always more shows to catch at the Coffeehouse. Anyone in college at the time can confirm that some lasting friendships were forged around those punk shows, and more than a few romances. One of them started when Scott met Donnette Thayer at a Ramones show. Both at that time had local status through their bands, Scott with Alternate Learning and Donnette with the X-Men (which she says was “a punk band—not that we wanted to be one, we just couldn’t play very well”). Donnette was already well known to those in the Davis music circle. Recalls Toren, “She had a Blondie kind of look that was very attractive, but not shy-attractive; more in-your-face. Attractive and loud.”

The pair managed to chat a bit during the show—which, if you’ve ever been to a Ramones concert, was quite an accomplishment. “I didn’t know who Scott was yet, but I wanted to get closer to the stage, Apparently he knew who I was and was really excited that I was going to stand next to him at this show. I think he’s alluding to that in ‘Friend of the Family,’ when he sings ‘You spoke right to me.’”

The pair became a couple soon afterward. “My first impression of him was that he was so articulate. He was just really interesting and one of the first people I knew who was willing to talk about ideas, no matter how outrageous they were. We’d talk about artificial intelligence and whether it was possible to have a computer attain consciousness. And about physics, all the different dimensions between time and space. We spent a lot of time talking at my house. But the first time we went out, we went to the American River—the river was so cold and people were out there trying to escape the heat. Someone had a boombox playing Neil Young’s *Harvest.* It was a magical afternoon.”

Though they wouldn’t be bandmates for a while yet, Donnette would become a crucial part of the story. A classically Californian

beauty, Donnette was actually born in Pennsylvania to nomadic parents who relocated numerous times in her childhood—first to southern Illinois, then Colorado, and to South Dakota where Donnette lived with her grandmother before moving on to Davis. She studied epidemiology at UCD and started her band on the side. Her own musical taste was shaped in her traveling days, and she came in with reference points Scott didn't have. "In Colorado I went to an all-black high school and sang in the gospel choir, which was kind of a transformative experience, and I wound up listening to a lot of soul music—Aretha Franklin, Otis Redding. I still liked David Bowie and Roxy Music, so Scott didn't need to tell me about them. But he was completely un-immersed in the soul music I liked. He never really told me to listen to anything but would tell me things that he liked—Big Star was a huge one, and he liked Steely Dan quite a bit then. His knowledge of music was pretty encyclopedic."

In time Donnette would turn up in more than a few songs, and she was at least partly the muse behind "Sleeping Through Heaven," the most joyful of all Miller songs. "That was the first one he explicitly told me was about me, and then came 'Penny, Things Won't'—he figured that 'Donnie, Things Won't' wouldn't sound like a guy singing about a woman. 'Stupid Heart' too—I asked whose telephone number it was on the ceiling, and he told me it was mine. Whether or not it was true, he told me they were all written for me—I'm sure none of them were entirely. But I thought the songs were amazing, and I was smitten."

Alternate Learning continued to go through changes, with the album lineup splintering soon after its release—a period that coincided with Scott moving back into his parents' house. Michael Irwin was the new drummer and with Joe having moved on, it was finally time to call Nan in on keyboards. With the addition of Davis music connection Fred Juhos on bass, the lineup was sufficiently different that Scott decided to rechristen it. "Game theory was a fad among military industrial people in the '50s and '60s," he explained a few years later. "The idea was, 'We can figure out what to do in any life situation and prevail, and everything will be fine.' That struck a chord in me because everybody is like that to an extent, thinking we can apply rules to our lives and it will all work out. There's something comedic about that because it's so untrue, life is

just hopelessly complicated. That's why I loved the name Game Theory, because it sums up the hopelessness of trying to work things out." So Game Theory it was.

The summer of 1982 saw intensive rehearsing and recording, and when the new band made its live debut that fall, it was Nan's first time playing to an audience. "The reason I joined the band was that I was painfully shy, and this was a way to push that boundary out; and with someone I knew and loved who had confidence in me. It seemed we pulled everything together in just a few months after we became Game Theory; listening to it now I'm amazed at how tight we got." Like many of the women who'd join Game Theory, Nan would be the softer element onstage, a counterpoint to Scott's intensity. It was that way within the band as well. She recalls that one writer described her vocals as "the girl next door"—which in Scott's childhood is exactly what she was, give or take a couple miles. "He was great about hearing my suggestions, but it was all about Scott for me; what can I do to support this song? Being in public can be painful for me, but I really felt like I was on a mission with Scott. We got better all the time, and it was our mission to get that music out there."

Fred Juhos was a bit less in awe: he played as a member of Boys Life at one of Alternate Learning's last shows, with Donnette's X-Men also on the bill. "We were pretty much at the top of our game and X-Men were doing well, but Alternate Learning was in a bad place in terms of personnel. I believe they used a drum machine instead of a drummer. Being the headliner they didn't do all that great. We got a good review in the paper the next day, so did the X-Men the day after that, and that was pretty darn satisfying." Especially, one assumed, because the headliners didn't.

From the start, Fred clicked with Scott more musically than personally. "When we met I thought he was a little remote, not very outgoing or easy to know. But he obviously had this creative thing going, and he was interested in my ideas and the energy I brought to the playing. I remember him being very patient with all of us when it came to teaching the songs because as you know, a lot of them are pretty freakin' complex. I don't think he ever wrote a three-chord song in his life, so learning some of those things was a

challenge."

Though Nan and Fred dated briefly, she and Scott maintained the closest bond within the band. And the first Game Theory was a friendly group overall. "Mike Irwin was a gentle, soft-spoken guy, very easy to get along with," Juhos recalls. "We played at Mike's house and he was very gracious. He had an old Dodge van that had a pop top which we called Flipper, that was our gear hauling device. Flipper was that faded Caribbean blue that's been out in the sun for too many decades. Mike also made sure we always had Old Milwaukee beer, which we called Old Milky. We drank that and drove around in Flipper. "

Three longtime associates also came into the fold soon after Game Theory's launch. One was Scott Vanderbilt, a fellow UCD student who became the arts editor of the daily newspaper and the program director at KDVS, both of which brought him into contact with Scott Miller. Vanderbilt also promoted house parties off campus (often at 616 Anderson Road, about a mile and a half away), where a few hundred bucks would hire the Violent Femmes or the Bangles, and Davis bands including Game Theory would open. With Vanderbilt looking to gain some music-biz expertise, and Scott Miller glad to hand over some of the more mundane band responsibilities, he took over as Game Theory's manager, the only official manager that Scott Miller would ever have.

Dan Vallor was still carrying a torch for Alternate Learning, whom he'd dreamed of seeing since hearing that first EP at Rather Ripped. "In mid-1982 they got a booking to play at Mabuhay Gardens, our primary Bay Area punk club [it closed in 1987]. Ray Farrell and I were all set to go but when the show rolled around they told us that the band had broken up, so our dreams of seeing Alternate Learning were dashed." It took another year before Game Theory hit town to play the I-Beam. "They had a following in Davis but were a tougher sell in the Bay Area, because people were more jaded and keyboards were out of fashion. But I got introduced to Scott and we had a great evening hanging out; our friendship developed very quickly. I thought he had a voracious appetite for information and music and learning about new things. He always wanted to know what you had been listening to and what he should check out."

Vallor had done some roadwork with compatible bands (including Panther Burns, the psychobilly band that included Alex Chilton), and he offered his services to Game Theory. “I just inserted myself into their world. I thought my experience might be beneficial, and they were certainly a band I wanted to be around. There hadn’t really been a Bay Area band with their kind of style. And in a sense, the other San Francisco and Berkeley bands were more ambitious. People were of a mind that if you weren’t a punk band, you had the intention of getting signed to a label and getting big really fast. Game Theory didn’t seem to have that. They wanted people to hear them, but didn’t have that sense of ‘Everything has to be perfect tonight because some A&R guy might be there.’”

Robert Toren was a UC Davis student building a portfolio as a photographer, with a grant to photograph Third World students on campus. “But I was interested in rock photography because it was super cool,” he recalls. As a friend of Fred Juhos he got to meet the other bands on the scene, becoming friends with Donnette and the other X-Men. “I saw the photos Scott had with his band, so I approached them and said I could do a better job for six-packs,” he recalls. “I was Fred’s friend, then Donnette’s friend, but it took a while to be Scott’s friend. He was a little intimidating because he was so fucking smart and talented—not in a nasty way, he just reeked of it. But as we got used to each other, we started finding an artistic camaraderie.” Toren and his eventual girlfriend Shelley LaFreniere would both make significant contributions to Game Theory in years to come.

When it came time to make an album, the band took the unusual step of making it largely in Scott’s bedroom. Fifteen years later, when “low-fi” became a trend and an aesthetic, that wouldn’t have been a big deal. But at the time few bands had the nerve, or the technical know-how, to go the do-it-yourself route. (A notable exception would be the Zion, Illinois power pop band Shoes, who made three full albums at home before entering a studio. Like Scott, Shoes’ Jeff Murphy was a home recording hobbyist from an early age.) As Scott explained to me for liner notes for *Blaze of Glory*‘s ‘90s reissue, “It was just a primitive overdubbed record without any real supervision. You had to work around furniture, you didn’t have any isolation whatsoever. There were three mics on the whole drum

set, and you had to record everything one at a time." And if someone downstairs turned on the vacuum cleaner? "You had to think of a reason why there should be a vacuum cleaner on the record." Though the title *Blaze of Glory* could mark the first of many self-deprecating ironies—especially since the original copies were hand-packed in garbage bags—the music evinces enough optimism to take the title at face value. But the title could also be a willful twist on a cliché: you're supposed to go out in a blaze of glory, not come in on one.

Blaze of Glory doesn't sound like a proper studio record, nor does it sound especially homemade. What it does sound like is a band kicking against its limitations. To some extent it seems like the band in rough draft: the brief intro anticipates the sound collages that would open later albums, and "The Young Drug" hints at the manic side that would reappear on *Lolita Nation*'s "The Waist and the Knees." One thing that did emerge fully-formed were the male/female harmonies that would remain a trademark. For the most part, though, the sound on *Blaze of Glory* wants to be bigger, the songs want to be catchier, and Scott wants more vocal range than he's got—all of which contribute to the sense of coiled-up frustration that puts the album across.

The most enduring song, "Sleeping Through Heaven," marked the first (and probably last) time that any of Donnette's soul influence came into the band. The rhythm section does its damnedest to hit a Motown groove when the song kicks off—and again when some handclaps appear in the mix in time for Scott's "Come on!" at the end. The soul influence was less pronounced when Scott re-recorded the song for 1988's *Tinker to Evers to Chance* compilation, giving it a modern rock sheen with an arena drum sound. The later version is more accomplished in every respect—tighter arrangement, better playing (with Nan reprising her keyboard parts), more nuanced singing. Yet the original is truer to the spirit of the lyric, about those rare moments when you feel invincible and life holds infinite possibilities (Scott's liner notes for *Tinker* nailed it: "More of those please, whoever hands them out"). He would disown youthful naiveté often enough; this is one of the few times he flat-out celebrates it. So what better way to celebrate that feeling than by having the band play a style it hasn't mastered, while Scott reaches

for notes he can't quite hit?

"Sleeping" was pegged by a group of Internet fans as Scott's only truly happy song, but all of *Blaze of Glory* has a certain giddiness about it. Scott allows himself to sound youthfully snotty on "Stupid Heart," and the teenage lust on "All I Want is Everything" is somehow enhanced when the song cuts off after 75 seconds. "T.G.A.R.T.G." (a/k/a "The Girls Are Ready to Go"—the title perhaps too obvious to spell out) is shamelessly new wave, with jittery Devo rhythms, and a hiccupy vocal and cool detachment out of Cars territory. "White Blues" pays homage to another Davis-era influence, the Ramones, as Scott leads off with their trademark "One-two-three-four!"—but it's Nan's synthesizer, not the expected guitar, that kicks in with the power chords. So Game Theory were fated to be non-conformists even when saluting the ultimate misfit band.

The small group of college-radio DJs and fanzine writers who heard *Blaze of Glory* often assumed that the band was a studio-driven project, but in fact the songs had been polished onstage. "Never in my Game Theory experience did we go into the studio unrehearsed," Fred recalls. "It was very much a live band at first, and rehearsal was always mandatory. The music was something Scott wanted us to do a certain way, not something that could be made up on the spot."

"My memory of Game Theory gigs were that they were not very well understood," says Fred. "My general experience was playing to audiences that were sometimes very small, very quiet and unenthusiastic. I remember walking by a frat party one night, hearing some bar band playing 'Gloria' and everybody there going nuts. We'd played the night before to ten people. When you're doing originals it can be a pretty lonely deal, and the first couple of tours were for us."

Scott Vanderbilt came along just in time to help stuff the original copies of *Blaze of Glory* into trash bags; he also took over publicity and radio promotions, began booking the gigs and took over Scott Miller's Rational label, which he'd now own in exchange for financing Game Theory's career. But he learned early on not to give Scott any creative suggestions. "I was pretty new at this, and I came

into rehearsal with my brilliant idea—'Hey guys, you should do a Beatles cover! You should do "Penny Lane"!' The band gave me these incredulous looks, which I took to mean they didn't know the song. So I ran to Tower Records to buy them *Magical Mystery Tour*, and I can only imagine what they were saying while I was gone. I had no idea how deep Scott went with the Beatles, so that was a cringeworthy moment." So much for that idea, but the band did at least cover "I Want to Hold Your Hand" a couple years later.

A show at Davis High School, of all places, served to add drummer Dave Gill to the band: his cover band was opening for Game Theory and Gill got the word that Michael Irwin was leaving. Unlike the other members of the Davis lineup, Gill had no connection to the college circuit. "I was the young guy in the band [18 when he joined] and not really college-bound. All of them were from a different culture than me—more privileged, though I don't mean that negatively. But they grew up in families where everybody went to college, and I was more blue-collar." He and Fred became quick friends, but he too felt a bit distant from Scott. "He was always in his own world. At the time there was a buzz going around about Scott's genius, but I somehow hadn't heard any of it. When I came in he said, 'What, you haven't heard about our bag record?' And I said nope, sorry. I was too busy listening to King Crimson and Pat Metheny."

Thus the mix of personalities in the Davis lineup: Nan was clearly an admirer of Scott as well as a friend and bandmate, while Fred and Dave kept their feet on the ground. "That's part of what made that group, I believe—Fred and I were less goo-goo-eyed about his greatness. Not that he wasn't great, but we pushed back a lot. That helped him let go of some things." In Dave's case, that meant defending his own drum parts when Scott was claiming final say on arrangements. "Scott would always map out what he wanted, but it got so that he'd come in with ideas and we'd come back with our own. So at that point there was a balance in the group, and that was a beautiful thing. I remember rehearsing one song, might have been 'Too Late for Tears,' when Scott didn't believe I could put a crash cymbal in the middle of a drum fill. My response to him was, 'Have you ever heard of Keith Moon?'"

Dave was an unabashed prog-rock fan and something of a gearhead. Thanks to his admiration for Yes/King Crimson drummer Bill Bruford, who'd recently started playing a Simmons electronic kit, Dave had one imported from England and introduced it to the band —Game Theory was most likely the only American guitar-pop band using such equipment at the time. More importantly, he owned a studio, which would be invaluable to the band. Opened by Dave Gill with his friend Dave Scott Millington as the primary technical person, Samurai Sound Lab was Gill's garage at 1318 Tulane Drive in Davis; the equipment included Scott's TASCAM machine, which Dave Gill had purchased. The studio was now the band's rehearsal spot as well as the place where the next two EPs were recorded.

The first, *Pointed Accounts of People You Know* (title courtesy of Fred), at least showed glimpses of Scott's emerging style, especially on his song for Donnette, "Penny, Things Won't." Oddly, it was Fred's song, "I Wanna Get Hit By a Car," that got much of the college airplay despite (or in that loose era, maybe because of) a couple of "fucks" in the lyric. Then as now, college radio couldn't resist a song with quirky humor and a grabbing title. "The lyric probably came out of frustration with where to go, what to do," Fred recalls. "I had imagined myself a songwriter and I obviously didn't hold much of a candle to Scott's talent, but he was trying to keep me encouraged. Also, I had the idea that if I could write something that was simple and catchy, it might turn the tide on the popularity of the band. Scott had the depth and focus, but I wanted to write something that might cut through. The song was actually much better live, and we did a very poor job of capturing the energy in the studio." Scott perhaps got his last word on the song when he failed to include it on *Distortion of Glory*, a '90s reissue of the early material. But he was complimentary when asked about Fred's songs in a 1990 interview with Jud Cost: "I thought they were really good…. We all had the impression that no one was ever going to get into my stuff and that his one or two would be the ones to catapult us to fame. I wouldn't have complained."

Around this time Scott and Donnette moved in together and began collaborating musically. The first music that the couple worked on together was a session that he produced for her band the Veil. In a short story written many years later, Donnette described bringing

guitarist Brian Marnell from San Francisco to Sacramento, to the house she shared with Scott. Marnell had led the San Francisco band SVT—which earned national attention when they got Jefferson Airplane/Hot Tuna bassist Jack Casady to join—and was also a former flame of Donnette's. Scott was planning to record some of Marnell's guitar work for the album and the sessions, to say the least, were ill-fated:

"Be nice to Scott," I told Brian on our way up to Sacramento, leaving out the part about Scott being my boyfriend. "Kiss his ass. He's Scott Miller. Alternate Learning. ALRN. Don't call it anything else. I called his band Alt Lear one time and I thought his bass player would do a Roller Derby chick number on me, I could practically see her growing skates just to kick me in the shins with them. I'm surprised she didn't think to pull my hair and yank out my earrings. She was seething. She said that Scott took it as a huge insult, which I think was really projection on her part. But he can be touchy about stuff like that. Anyway. It's his recording studio, his equipment, and he's producing this. So if he gets pissed, we're fucked." So we arrive at my goony little apartment, and of course, the first thing that came out of Brian's mouth when we arrived went something like:

"Hey guy, what's your name again? You in that band Alt Lear?"

Things didn't get any easier as Scott, who was typically all business, settled into making the recording:

"Here," Brian continued, "Man! It's like a whole different world up here! Sunshine! And look—little tiny oranges on the little tiny tree. Birds, even. See? I found this feather right in the street! It's…like… paradise!" Brian swept his hand Vanna White-ish toward the closed, shaded windows. What I saw and probably Scott saw were just the same old dusty, uneven matchstick blinds, and through them, the dying Mandarin orange tree I had planted in the front yard of the apartment complex six months before. Boy, Scott hated that tree. I had borrowed $35 from him to buy that tree and had still not paid him back.

"Well, want to hear the song?" Scott said.

Brian laughed, always at his ease. "Sure! But we got plenty of time, man." Brian held up his garment bag. "I'll be here a coupla weeks at

least, cause I gotta kick."

"Kick? Kick what? You mean you are a junkie?" Scott asked.

"And," turning to me Scott said, "Did you say he could stay here?" Well, I guess I might have forgotten to mention this to Scott. Oops…

In the morning, Brian was sleeping right on his face. I thought that was pretty cute, and pulled the blanket up over him. He had left the phone off the hook, so I hung it up. Right away, an operator called and said, "Is everything all right there? I have an emergency call to this number when it opened up."

I said, "Yeah, somebody left the phone off the hook. I don't know why."

I went to work at the lab, which was literally right around the corner, less than a block away. About half an hour passed as I calculated total suspended solids and coliform counts in drinking water or some bullshit like that. What I didn't know was that for hours, Brian had lain dead on my couch.

Scott called me at work and said, "Donny. I think—no, I know—Brian is dead."

"What?" I shrieked. "How do you know?"

"Well, he's already in rigor mortis. That's how," Scott said…

Because Donnette wrote this as part of a short story, it takes some liberties with the chronology—Alternate Learning was now over and Game Theory was underway—but Brian Marnell did die at their house on August 18, 1983, leaving his last work on the Veil album. Scott wound up nursing Donnette through the aftershock of that experience, insisting that she get out of the house and join him for a round of shows in Los Angeles.

The second of the Davis-era Game Theory EPs, *Distortion* benefits from Michael Quercio's tighter production, and was arguably the one where Scott truly found his footing. The opening "Shark Pretty" was the prototype for many Game Theory rockers—the drum pattern would become one of the band's sonic touchstones, recurring in "Slip" and "Room For One More, Honey." Both "Shark

Pretty" and Fred's song "Kid Convenience" featured the band's first (and to some extent, only) high-profile session guest: guitarist Earl Slick was well known to them as a former (and future) Bowie sideman, and had wrapped the *Serious Moonlight* tour about two weeks earlier. Slick was married to Dave Scott Millington's sister Jean (who, along with sister June, had cofounded the pioneering all-female rock band Fanny). "He sure scared Scott Miller a lot," says Dave Gill. "Because he did the solo in Fred's song first, and came out with this blazing Eddie Van Halen solo which was perfect for that song—and Scott was nervous that he was going to do the same thing when we got to his song. But he played through 'Shark Pretty' a few times and came up with this beautiful solo that was actually very Scott-like, and it was an easy one for Scott to learn to play live."

Since the indelible pop hook would always be Scott's medium, "Nine Lives to Rigel Five" marks a breakthrough, the first truly masterful one in his catalogue—and of course it comes attached to a lyric that references Apollo 13, quantum physics and *Star Trek*, thus arguing that all those topics are worth the emotional investment of a great pop song. Space-age kids will likely recall that Snoopy fought the Red Baron in the Peanuts strip at about the same time Neil Armstrong landed on the moon, so Scott's song "The Red Baron" is a contemporary reference—but the resemblance to "Rigel Five" ends there. The first of Scott's "young-adult-hurt-feeling-athons," as he'd call them in a later liner note, "The Red Baron" is so wounded and resentful as to be a slightly uncomfortable listen. Still it's not without some dark humor, as Nan's backing refrain ("50 or more…") quotes the Royal Guardsmen's 1966 hit "Snoopy vs. the Red Baron." The Guardsmen's chorus was the number of planes the Red Baron shot down; in Scott's song the singer is "shot down" in a different sense. Even the hard-to-impress Fred Juhos was impressed. "That to me is his darker side, it just says 'Stay the way I hate you.' I don't know anybody who writes that, much less sings it. That was when I threw up my hands and said, 'I'm not really going to hold a candle to this.'"

Nobody who played in this lineup, or any future one, ever presumed to understand everything Scott was saying in the lyrics. "The Red Baron" is a good example of how his approach was now

taking shape. There are just enough easily-grasped statements to put the emotional tone across: the chorus of “Who’s gonna drive away the loneliness?” puts you on the singer’s wavelength, and you gradually get the sense of bitterness behind the pain until the bridge (“Oh please, stay the way I hate you”) comes along and underlines it. In between, the singer’s muse wanders into some dark corners—some that you may recognize, some that are personal to him. You get it or you don’t: some listeners may find a song like “Red Baron” overly oblique; others may find that the less-literal parts cut deeper to the emotional core. Holding this balance was a risk that Scott took throughout his career. As he explained in 1994, “I do try to use those two approaches [dreamlike free-association and straightforward statements], and if there’s an intended result, it’s to bring into focus the way those two ways of looking at things get interchanged in real life: smallish problems can take on a dreamlike hugeness it’s possible to get over, and (cliché alert) unremarkable daily events can be a rich source of contentment and unexplored meaning.”

Most of those Scott worked with had a similar take on the lyrics: we don’t necessarily get this, but it sounds good and the song is interesting to play. “I personally had no idea what the hell he was talking about,” says Dave Gill. “Even though I was in the same twelve-by-twenty foot room with him for three years, I didn’t ask a lot of questions that way. It felt like I would be intruding—but maybe intruding would have been a good thing. Not to force him in a corner and explain himself but to force him to articulate what was going on in his head.”

In the case of one major song, only Donnette knew the backstory. Destined for the next album, “Friend of the Family” was a slightly dark but rather exhilarating rocker, musically the heaviest thing the original lineup would do—complete with tricky changes that appealed to Dave’s sense of prog, and a couple breaks in the chaos that showcased Nan. Fred credits the song with bringing the rhythm section closer together: “It was a very technical effort on Dave’s and my part, and we really enjoyed it. We felt like we were a team, so if this was thrown our way, we wanted to execute it as accurately as possible.”

The song came out of an experience that particularly rattled Scott. As Donnette explains, he was driving home to see her one night along the causeway in Oakland. “Scott was driving very cautiously, then this guy in a motorcycle came up next to him, so Scott turned to him and nodded his head. Then someone came barreling up to pass Scott, and smeared this guy right across the causeway. Scott had seen this guy and it really troubled him: the guy’s last friendly interaction was with a stranger, and the stranger was Scott.” He read the news stories and considered going to the funeral but felt self-conscious about not knowing anyone there; Donnette suggested he just go as a “friend of the family.” The finished song is a love song, but one steeped in car-crash and funeral imagery; the promise to “find a sunrise so beautiful it would capture your soul/ and shoot it full of holes” is likely both a gratitude to Donnette and a memorial to the stranger. The song was about to blossom in the studio, as was the band.

3

If and When It Falls Apart

The *Real Nighttime* sessions marked the addition of producer Mitch Easter, a crucial part of the picture. By the time he recorded with Game Theory in July 1984, Easter was a veteran of sorts: his first band Rittenhouse Square—a teenage garage band of genuine teenagers—formed in Winston-Salem in 1970; bandmates Chris Stamey and Peter Holsapple would later become co frontmen of the dB's. In the interim Easter formed Sneakers with Stamey, both writing pop songs with a giddy left-of-center slant. In 1980 Easter opened his Drive-In Studio, which became a celebrated hotspot after R.E.M. did its first releases (the "Radio Free Europe"/"Sitting Still" single and the *Chronic Town* EP) there. Co-producing those records with Don Dixon, Easter came up with some brilliant atmospheric touches—including slowed-down pool balls on one track, and many subliminal guitar and keyboard overdubs—that maintained a live feel while heightening the mystery in R.E.M.'s music.

For the next ten years Mitch would be Scott's closest studio collaborator, overseeing every Game Theory release (except the two new recordings on the *Tinker to Evers to Chance* compilation) and the first two by the Loud Family—six albums in a row, which is more than Mitch made with any other artist including himself. Manager Scott Vanderbilt set up the original meeting, arranging for Easter to meet up with Game Theory after Easter's band Let's Active shared a bill with them at Berkeley Square. "I recall it was my birthday and they set up something backstage," Easter recalls. "I liked the band right away, and I liked the idea that Scott was enigmatic and kind of strange—I think he was wearing a mink stole. He made me think of Syd Barrett, the kind of person that always cheers you right up when you think of them." (Scott did in fact own a faux-mink piece which he probably wore that night, but not a real one).

The two bonded as only fellow music geeks can, and Scott now had someone who instinctively got what he was after. "He and Mitch

were both crazy pop culture guys who could pile references on top of each other's references," says Angie Carlson, who would later be the keyboardist in Let's Active (and Mitch's wife). "They truly delighted in each other's ability to reference obscure players/albums/songs and use them as a starting point for what they were going for." That was perfect for Mitch, who did some of his best work on intuition and saw himself less as a capital-P producer than a musician and music fan who knew how to make records.

"I was never clear on what producers did," he says. "To me, working in the studio was like joining a band on assignment. If someone was coming to me and saying 'We have these songs and we don't know what to do with them', I would have been intimidated. I never liked to be 'Mr. Producer, and you're all going to listen to me.' Game Theory was like R.E.M.—they were both those kindred-spirit bands that made me think, 'Wow, where have you been all my life?' And when you feel that way about somebody, the working method can be really loose. Any arranging and production ideas we came up with were always kind of spontaneous."

Working with Scott, Easter had a good sense of when to push and when to let the songs take their course. "I never thought [his voice or his songs] were that weird, in the same way I never thought Michael Stipe was. I always loved his words, and I thought I knew what a lot of them were about—they were just observations of the universe. He never talked much about [what the lyrics meant], but he hoped that people would figure it out. He was really friendly and really funny, but also slightly enigmatic. He wasn't a chatterbox and he didn't always say everything. He seemed like the kind of guy that wouldn't appreciate being bugged; if you asked a lame question you'd get a lame answer. But if he felt you were down there in the depths with him, he'd probably be more appreciative. Scott was great to work with but at the same time, I wouldn't presume to know his deeper thoughts. He could be sort of closed-off even as he was fantastically creative. As with many artists, he could put something out that could be seen as personal but it was also well within his grasp to just make something up. I was often pretty sure I knew what songs were really about, but I never asked him. I liked the riddle of it all, and I think he did, too."

As R.E.M.'s co-producer, Easter saw a great band get commercially rewarded for ignoring all conventional notions of commerciality. So in his mind, Game Theory didn't need to be any more commercial than they were. "A lot of the records I make have a tiny audience of weirdos—that's what rock music is. And I know what speaks to me, but sometimes I have to remind myself that the whole world doesn't love something like the first Soft Machine album. I would increasingly get my feelings vicariously hurt as the world failed to recognize Scott—because to me, it was like my version of getting to work on a Beatles record. I could never figure out why the world didn't accept it. Like, our band Let's Active is possibly more well-known than he is, but he's a thousand times better."

Easter also had a knack for doing good work on short deadlines, so most of *Real Nighttime* was cut in just a few days; the songs had all been played live and the arrangements were all worked out. "I remember a lot of humor, because Mitch and Scott hit it off on so many levels," Nan recalls. "And Scott loved R.E.M., so that was a connection. I can remember him playing 'Wolves, Lower' and 'Radio Free Europe' and both of us being knocked out."

"I didn't even see much of Scott during the sessions, he and Mitch were off doing their thing," recalls Dave Gill. "We knew the songs well enough to be fit for recording. The only thing I remember Mitch telling me was that I was playing too many prog-type fills. He said, 'Don't do anything too fancy on this recording'. My big worry was getting 'Friend of the Family' down but even that we nailed on the third or fourth take." One difference for Nan was that she was now writing most of her own keyboard parts. "I'd work around the chords with Scott, and it was very collaborative—sometimes he'd say something like 'I don't like triads, can we do fourths or fifths here?' I really thought that album was the culmination of everything we'd done." Still, one member was more guarded. "I knew there was hope for a breakthrough but I don't remember thinking, 'This is it,'" Fred says. "We'd had songs that were more popular like 'Shark Pretty' and 'Rigel Five,' but I didn't feel anything on *Real Nighttime* was slam-dunk in that regard. But time has shown that album has us firing on all cylinders."

Michael Quercio's production had been a step forward on *Distortion*

but Easter took it further, giving an intimate feel to the ballads and letting the band hit some grandeur on the rockers: The guitar/synth interplay that opens “Waltz the Halls Always,” joined by the tub-thump of Gill’s electronic drums, is downright arena-ready. “Friend of the Family” is the album’s centerpiece, a song whose structure already approached prog-rock (for one thing, the chorus hook first appears five minutes into a six-minute song) and the finished version refines its light-to-heavy shifts.

One of Mitch’s contributions was to lend an appealing pop shimmer to an album whose lyrical sentiments are rather dour. “24” concerns an early midlife crisis, and the final chorus, which adds a year to the singer’s age, suggests it will go on for awhile. But the sound of the track, with some R.E.M. jangle in the guitars and some Beach Boys in Nan and Michael Quercio’s harmonies, is far more upbeat (AllMusic Guide writer Stewart Mason was the first to catch the song’s fade-out joke—an acoustic guitar playing the opening lick of the big solo from “Stairway to Heaven”). Likewise, “Curse of the Frontierland”—lyrically the bleakest song on the album, with the oft-quoted line “A year ago we called this a good time”—manages to be out-there and straight-ahead at once, thanks respectively to Nan’s anarchic keyboards and Scott’s killer pop chorus, which at least matches the one on “Nine Lives to Rigel Five.”

In a post to Ask Scott, he responded to a theory (from fan Mike Appelstein) that the album related to the post-college experiences of leaving the nest and embracing adulthood. “Exactly right…I had this intuition that freedom had a strong aspect of being bad news… excessive freedom is typically a formula for trivial and unfaithful pursuit of what passes for personal advantage. ‘Curse of the Frontierland’ and ‘Friend of the Family’ have the really poisonous descriptions of that, but even the jaunty or romantic moments have kind of a feeling of things being so okay only because you have yet to be discarded by someone for being no longer of use (in the case of the last song, discovering myself to be one of the discarders).” The latter song, “I Turned Her Away,” provided a suitably unsettled finish to the album, especially when preceded by a cover of “You Can’t Have Me” by that beloved band, Big Star.

Time to address the Big Star conundrum. Though Scott was a

voracious listener who'd cop to hundreds of influences (and ultimately did just that in his book, *Music: What Happened?*), Big Star and its mercurial leader Alex Chilton was the one comparison he could never shake, even from his staunchest critical supporters: Game Theory's bio on the AllMusic Guide website references Big Star in the very first sentence. Scott invited the comparison by covering the band twice: "You Can't Have Me" (rearranged to be even spookier than the original) was the only cover song to appear on a regular Game Theory album, and "Back of a Car" was one of the few studio covers to be released by the Loud Family (on the EP *Slouching Toward Liverpool*). (Making it a hat trick, Game Theory covered "The Letter," Chilton's first hit with the Box Tops, on the European *Dead Center* compilation). The comparison never went away, even after Howard Wuelfing penned an article headlined "Game Theory Shakes its Alex Chilton Albatross" in a 1986 article for *Spin*.

A better self-promoter might have denied Chilton's influence, but Scott gave due credit and more—telling Wuelfing in the story that he "did come to aspire to Chilton's balance between beautiful melodies and emotional desperation. His melodies were painfully right on. I guess I could be in real danger of making Alex Chilton records." Unlike many Big Star fans, Scott didn't get rattled when Chilton moved on to roadhouse R&B and other left turns in the '80s and afterwards. Writing in a web post soon after Chilton's death in March 2010, Scott called Chilton "one of the ten best American composers in history" and praised him for the changes: "It's no accident that his later musical career is difficult for most people; he directed his affections to neglected corners of the musical landscape, where affection was needed most."

Nor did he get put off by Chilton's sometimes-abrasive personality, as a few unprepared fans did: "Originality, in the first instance, is contentiousness: an arbitrary rejection of some habit of mind. But just as Alex spent occasional defining moments in opposition both musically and personally, he spent the whole rest of his day being pleasant and loving life, both musically and personally." Robert Toren recalls a 1986 show where Game Theory opened for Chilton and he borrowed Scott's guitar for "No Sex," his gallows-humored college hit about the AIDS crisis; it was the first time they'd heard

it. “We were standing there with our mouths gaping, but I noticed Scott was in heaven.”

Though Chilton hardly invented the balance of beautiful melodies and emotion desperation, he (and original Big Star bandmate Chris Bell) had a profound influence on many later writers, Scott Miller included. With a few notable exceptions (the Beatles’ “You’ve Got to Hide Your Love Away” comes to mind), Chilton gave the British Invasion sound a neurotic double-edge it had never had before: Big Star’s 1971 gem “When My Baby’s Beside Me” may be the first pop song to mention the singer’s therapist (“Don’t need to talk to my doctor/ Don’t need to talk to my shrink”) and certainly the first to do so in a handclapping love song.

No doubt that Scott took note of Chilton’s emotional openness and his great gift for melody and his unapologetic use of a high lead voice. In a 1989 interview with Catherine Livingston, Scott was still singing the praises of Big Star’s middle album *Radio City*: “They were a real inspiration to open up emotionally, and a real reminder that you can do a lot with just guitar. *Radio City* just has this orchestral impact, the music can just soar and reach these amazing peaks of emotion and complexity, and it’s just a guitar or two, on top of some bass and some drums. And Jody [drummer Jody Stephens] was really something—a drummer who could never lock into a backbeat, it’s almost all fills…. The drums have a real lyricism to them. If it hadn’t been for those records, I probably would have moved on from such simple pop; I’ve stayed really in the realm of such simple pop songs. I probably would have gotten into the realm of…maybe something like Gang of Four. But I fell in love with [Big Star’s] way of doing things, there’s so much more emotion that way. Rather than going for the new oblong sound of tomorrow.”

But the connection only goes so far. As Steve Wynn noted earlier, Scott did a lot of his formative work before ever hearing Big Star. And their differences were well pronounced: even at his most Beatlesque, all of Chilton’s work was informed by Memphis R&B, an influence Scott never shared. As lyricists they were near opposites: Chilton tended to be plain-spoken and seldom cared for literary references or hidden meanings. Scott never made an album quite as

raw and harrowing as Big Star's *Third/Sister Lovers*—his own bottoming-out album, the Loud Family's *Interbabe Concern*, was also one of his most impeccably crafted. Likewise, Chilton never experimented with album structure as Scott would on *Lolita Nation* and elsewhere—indeed, Chilton left the sessions before Big Star's *Third* was sequenced as an album, resulting in a few alternate versions being released. Finally, Big Star never really had a trademark sound: all three of their albums (not counting the later reunion efforts) are drastically different. If nothing else, parts of *Real Nighttime* suggest where Big Star might have gone if the original, four-piece lineup had stayed together long enough to test the boundaries of what they did. As for Game Theory's version of "You Can't Have Me," Chilton himself gave it a qualified thumbs-up. "He could never understand Scott's dropping the bridge on that song, but he liked Game Theory and he did dig Scott's writing," says Dan.

While Game Theory was making *Real Nighttime*, many Davis-era connections were getting their first national attention. Steve Wynn had the Dream Syndicate and two notable 1982 releases, a four-song EP and the rightly acclaimed full-length, *The Days of Wine and Roses*. Wynn's former Suspects bandmate Russ Tolman was now leading True West, which for a time included Joe Becker on drums. Michael Quercio's psychedelic pop band the Salvation Army had become the more streamlined Three O'Clock, whose IRS label debut *Arrive Without Traveling* would include "The Girl With the Guitar (Says Oh Yeah)," co-written by Scott. All the above, along with the neo-psychedelic Rain Parade, soon-to-be hitmakers the Bangles, and the country-inspired Long Ryders, were a loose affiliation of '60s-inspired bands that came to be known as the Paisley Underground. But though they shared some of the same inspirations, Game Theory was never considered part of that group. "That was more of an L.A. thing, though True West was in the Bay Area," Wynn says. "The Paisley Underground was a real scene but it was mostly people who hung around and did shows together, Davis was still off the map to most people. But I did talk up Game Theory and I got them on one of our shows, with the Dream Syndicate and the Salvation Army."

The Davis lineup's one national go-round, also Dan's first as a full-

fledged road manager, was a fairly typical shakedown tour, with all the personal discomfort and half-full (if that) houses that a new band can usually expect. Not surprisingly, it brought out social differences between the band members, and Scott's touring style usually proved different from his bandmates. "On our first night in Portland, we pulled into a house on the outskirts of town, and there must have been a six-foot high pile of beer cans and bottles," Dave Gill recalls. "Not to mention the fleas jumping out of the carpet—if you'd had a sheltered Davis lifestyle, this was very different. There was pot smoking and probably other things going on, and as I recall Scott wouldn't partake—which is fine, that kind of partying wasn't really for him. But I think some of his social uncomfortability came out as well. There's a certain kind of person who's more comfortable playing in front of 300 people than having a conversation with two or three." When they played Boston, Scott and Dan accepted an invitation to stay with writer Byron Coley and left the rest of the band in a different part of town—a move that may have increased the growing distance.

Scott was indeed taking naturally to being onstage, and Robert Toren saw this getting stronger once the band got on the road. "There came to be a lot of audience interaction—just he and the band chatting with the audience for several minutes. It came to be part of the show, and it must have endeared audiences to the band. Scott knew how to be funny and was very much in control of that, practically a professional performer. And that made the intensity and the focus on the songs more powerful, because it was kind of unexpected. Because he would come across as a sweet and amiable fellow, then do these vicious songs where he was angrily shouting the lyrics." Breaking out unlikely covers would become a band tradition—the first lineup did Roxy Music's "Mother of Pearl," Van Morrison's "Gloria" and the Beatles' "I Want to Hold Your Hand," and once opened a show with Chuck Berry's "Sweet Little Sixteen"—as would frequent rotation of album tracks (occasionally including Alternate Learning's "Beach State Rocking" as a solo Scott encore). Through all its incarnations, Game Theory would seldom play the exact same set twice. And they were learning to deal with the vagaries of college shows: Ken Stringfellow, the future Posies and Big Star member, remembers a Game Theory show at the University of Washington where he was a student; the show got

interrupted when a fire alarm got set off halfway through. “Nobody was worried about a fire, but the big loud bell brought the show to a grinding halt. It was this epic fail of a show, but Scott still came out after the bell and did a couple songs by himself.”

For better or worse, the CMJ awards ceremony was the tour’s commercial peak and its Spinal Tap moment—and a banner night for creative pop, with Let’s Active and the dB’s also playing sets. Less encouraging was the fact that the band was about to fall apart. The *Real Nighttime* album was complete and would raise the band’s critical profile, but the group would be defunct by the time of its release. “Scott was getting a lot of attention and the rest of us were broke, so we were in this great big hall and couldn’t buy a beer,” Dave recalls. Fred Juhos confirms that he would have liked a beer that CMJ night, but with gig income drying up, everyone was living on a five-dollar per diem. Worse, they were banking on a return tour opening for Let’s Active, but due to label machinations (and against Mitch Easter’s pleas) it fell through and the slot went to emerging Sacramento songwriter Charlie Peacock. Like Let’s Active he was signed to the IRS label, and unlike them he was managed by the Copeland brothers who owned the label. Adding insult to injury, Peacock liberated Dave Gill’s Simmons kit from the rehearsal studio he and Game Theory were sharing—something Scott and the band only learned when they attended the Let’s Active/Charlie Peacock double bill during their swing back to Boston. He eventually paid a rental fee for the drums so everyone wound up happy, but not quite yet.

Meanwhile, two of the band members were moving toward different loyalties. The standard word on the end of the lineup, thanks to an oft-quoted comment that reviewer Howard Wuelfing made in *Spin*, was that they “lost one original member to motherhood and another to Jesus.” But in fact Dave Gill’s girlfriend became pregnant at around the same time Nan Becker did, so parenthood played a role in both their exits. As a result he became Nan’s confidant on the tour before she broke the news to the rest of the band. “Nobody else knew about it yet, even when she was puking with morning sickness.”

But Dave did embrace Christianity before his one tour with Game

Theory, which hastened his departure afterward—and it was the very same Charlie Peacock, who was a friend from church circles (and who's since become a major name in contemporary Christian music) who urged him to not let the band down. "I had a real struggle of trying to figure out if playing in a secular band was okay. It's a purging thing that young Christians go through sometimes, you just have to figure out what is okay with you. Prior to that I had smoked pot every day for six or seven years, so I was carrying a lot of baggage. Somehow it just didn't process in my head that I could get a job, play in the band and still be a dad, and that would all be alright." And he definitely felt through with rock-style partying, so he left the CMJ ceremony early and went to sleep in the tour van. Then he went back to find the band at precisely the same moment they went out looking for him, bringing Game Theory's big night to a confusing end.

For most of the band, the prospect of driving home without the planned shows was enough to kill the CMJ buzz. One gig that was salvaged was in Memphis with Alex Chilton, who kept the date as a favor to Dan Vallor (who'd worked a tour for the Panther Burns when Chilton was a member). Then just beginning his live reappearance, Chilton quickly threw a band together to honor the date—and wound up keeping that band (bassist René Coman and drummer Doug Garrison) while staging a national comeback, so Game Theory inadvertently did a good turn for one of its heroes.

The Chilton gig wasn't enough to keep Game Theory from imploding. Nan felt especially torn and offered to stay on, but ultimately knew it wouldn't be possible. "I know Scott felt that you couldn't raise children and be in a band—he thought that if you had kids, that would be your focus, and he practiced what he preached later on," she points out. Still, Nan's departure led to a breach in her friendship with Scott, as it would with others who left the band. "I could tell he was terribly hurt. He knew how good his music was, and he couldn't understand when people didn't believe in it as passionately as he did. He loved rehearsals, and he loved being with the people playing music—so when someone left it really hurt him. As gracious as Scott was to strangers and fans, he could be very sharp with the people he knew the best, especially when they left. He could use that intelligence he had to be acerbic and he'd always

win the argument. He didn't talk to me for quite some time afterward."

Fred's departure was perhaps less surprising, but Scott felt slighted by him as well. "I was nearing the end of my college career and we were still playing largely empty shows, so I did the math and said that since everybody else was out, I was leaving too. I didn't really have a friendship with Scott, so I didn't feel I was leaving a buddy. But when I did quit he reacted kind of surprised and negatively—I mean, he was pissed off—and that surprised me. That was the first emotion that he ever registered towards me." Fred sold his bass to Donnette and moved away from music, though he did have an onstage reconciliation with Scott the following year, at a "Davis Reunion" show with Thin White Rope at the UC Davis Coffeehouse. "The new lineup with Donnette was playing and they had me up for 'Penny, Things Won't.' Scott smiled warmly at the end of the song, so there was a mutual thank-you. That was as close as we got to a 'Hey, we had a good run' moment."

Typically enough, the tour polished the band's playing enough that they played their best shows just before breaking up. The end of 1984 brought a handful of shows in Sacramento, and Nan has especially vivid memories of her final gig, at a sandwich bar/rock venue called Fat Fonzie's. "You could see people's hair blowing back. We'd play three songs in a row without stopping, then pause and make eye contact. We'd play that third song and I remember the roar, wow! We knew as soon as we got onstage that something felt different—but it was still really good and familiar, this was our band. And I remember thinking, oh man, this is too bad—we finally are where we needed to be. I was trying not to think that I was leaving but with every song I was thinking 'There's another one gone.'"

One song in particular grabbed her that night. Though Nan had played "If and When It Falls Apart" many times already and recorded it for *Real Nighttime*, it hit her onstage what it was about. "I actually paid attention to the lyrics and thought, 'That stinker!' I believe it's a reference to him asking to date me, and me not thinking it was a good idea. He took a conversation we'd had and made this song out of it. And I remember the thought occurring to

me that well, things are falling apart right now. That was the hardest moment to keep it together."

Returning to *Real Nighttime*, Scott dealt with the slight of the band's breakup by putting the departed members out of the picture, literally. Robert Toren had already shot a cover for *Real Nighttime* which would feature the band; Scott scrapped that and replaced it with the photo of himself as a deep thinker with a guitar—a photo that looks well suited to a solo album. "I was a little put off doing a cover that didn't feature the people who'd created the music. And it felt sort of odd being alone with Scott for hour after hour, because I was still more friends with Fred," Robert admits. But they bonded somewhat over the shoot: Robert was partial to a slightly blurry, less conventional shot—"it looked a little like an old daguerreotype of Lincoln, that kind of idea"; Scott trusted his instincts and went with it. A few months later Mitch Easter appeared solo on the cover of the new Let's Active album, *Big Plans for Everybody* (likewise recorded while his band was between lineups) and told interviewers he was borrowing Scott's idea.

Scott's liner notes for *Real Nighttime*, written in the style of Joyce's *Finnegans Wake*, are perhaps deeper with cross-references than the album itself, commenting on each of the tracks: On "Waltz the Halls Always" he writes, "The girls are ready to leave (and if they couldn't, it would be nice)," thus invoking his own *Blaze of Glory* song. (In a 1988 interview, Donnette noted that "Joyce loved himself more than any other man has ever loved himself, he put in all kinds of references to himself. We figured, 'Hey, it worked for him!'") Especially notable, and even more obscure, is an in-joke Scott makes at Alex Chilton's expense when annotating "You Can't Have Me," throwing in a twist on his name and a notorious song reference: "Thanks to the work of Dr. Ilikes Children, he begins riding the road to re-covery (making lots of friends)." Whether he knew that Chilton, a/k/a "Ilikes Children," did indeed fancy teenaged girls well into adulthood (according to Holly George-Warren's recent biography, *A Man Called Destruction*) is open to debate. But he certainly knew that the line "Making lots of friends" appears in "Riding Through the Reich," a spectacularly offensive, never-released song that Chilton sang during a radio interview in 1978.

More telling perhaps is that the musician credits simply list all the names of everyone who played on the record, band members along with guests, making it look less of a true band effort than it was—a slight not lost on the departing members. And when the album came out Enigma's bio material didn't mention the outgoing members at all, only the ones who'd just joined and were about to start their own first tour. It was time to look ahead, and sometimes you've got to be cruel to be kind.

4

Here It Is Tomorrow

With the band in tatters and the last tour a mess, Scott moved to San Francisco and started over. Aside from the fact that he came to town with no work, no home and no band, things were going great. And to some extent, they really were: Game Theory didn't have a lineup but it did have a strong album about to be released, and after CMJ they had a warm spot in the college-radio world. Scott Vanderbilt, now officially managing the band, had negotiated a deal with Enigma, which was in turn getting distribution for its more commercial releases through Capitol—too late for *Real Nighttime*, but it meant that the followup would have a shot at major-label status. New songs were already being written, and Game Theory now had a brain trust with the addition of Toren and Vallor. So if there was no vehicle yet, they had a driver and that's a start.

It was a time of great promise for Scott, who was feeling the same rush of endless possibility familiar to most of us who just left college or home. He also had Donnette, who'd made the move with him; the couple stayed with Robert before getting their own place. "He always had a tremendous amount of confidence," Donnette says. "Here he was in a real city, not Sacramento where he was born. He had created his adult life, was feeling this power of independence, was having an impact on the world. It had become an exchange then. The world was doing stuff to him, he was doing stuff back to the world. The move opened vistas that he had just guessed about before."

Certainly there was reason for concern: Game Theory wasn't even established yet, and now he had to come up with another full lineup—so much for any band identity they'd built up so far. The new songs Scott was writing had a strong undertone of bitterness—as Dan Vallor points out, "It was sounding like a breakup album, but for a band instead of a relationship." But as it turned out, the new lineup—which toured *Real Nighttime* and then recorded *The Big Shot Chronicles*—came together in record time, and it was Game Theory's happiest if shortest-lived incarnation. As played by the

new lineup and produced by Mitch, the new songs would take on a bright, optimistic slant, however troubled their origins. *The Big Shot Chronicles* may be the best entry point to Scott Miller's work, and the album that came closest to getting that elusive mass audience. As usual for him, there's a double edge, but not too much of one; there may be melancholia under the surface, but the songs on *Big Shot* evinced a joy and wistfulness that the singer would seldom allow himself again.

In this version Scott got to be the mastermind, without a Fred who'd be lobbying for his own songs. As he had with Nan, he went with a couple of untested players who just seemed to fit. The first of them was Shelley LaFreniere, a 20-year-old art student who'd taken classical piano lessons as a child but never been in a band. But she was connected to the band as Robert Toren's girlfriend, and as a grade-school friend of Dave Gill. She'd added vocals to a college-radio ID that Dave and Fred cooked up, and Scott liked the voice he heard. A self-described hippie girl, Shelley figured she was joining a new-wave band and liked the idea of a challenge. "The whole new wave movement was hard for me to deal with—straight leg pants, for example. It was the first fashion change I'd absorbed in my life and I thought that meant something. The whole '60s thing hit me like a storm at one point, so this was a tough transition to make; the new music sounded really spare to me. It wasn't Hendrix."

Scott would next find a longstanding musical ally in North Carolina native Gil Ray—not the most likely drummer since his previous group was the early goth band Fade to Black, who were everything Game Theory wasn't. "We were dark and moody, they were young and poppy. At least we both had a primary male vocalist with a unique voice, just that one happened to be about three octaves deeper than the other. We played a show with Game Theory at the China Wagon in Sacramento. I remember not being too impressed with them, as they probably weren't with us." Still, his time with Fade to Black was enough to sour him on goth, and make him rediscover what was happening in North Carolina. "The scene was starting to explode, and I'd seek out anything produced by Mitch Easter or Don Dixon." Everything, that is except *Real Nighttime*; though he was more impressed with Game Theory when he saw them a second time, opening for Let's Active.

Soon after the concert booker at San Francisco's I-Beam told Gil that Scott was looking for a new band, he called to introduce himself and got invited to audition. "When he opened the door Scott did an audible gasp, stepped back and said 'Whoa! You look so much like my best friend Joe Becker.' And at the time I did—same curly hair, same kind of features. It was the strangest audition ever—basically me and Scott jamming a little bit with Shelley noodling around on keyboards. I tried to learn a couple songs off *Real Nighttime* but she didn't know them yet, then Scott says 'I've heard enough, you're in.'"

The last recruit was bassist Suzi Ziegler, a natural musician who didn't happen to play anything yet. Attending San Francisco State and settling in the Bay Area after graduation, she worked days at the used record store Jimbo's and nights at box offices for Bill Graham Productions. Though she was only beginning to play, she'd gravitated to the music world since childhood. "Ever since age four I was completely, passionately besotted with music. I listened to the radio under the bed as a kid, wrote songs down on paper, sang constantly. I had an older brother who brought a lot of rock and roll into the house; I remember being in elementary school and hearing Deep Purple for the first time. After that I'd go into all the record stores and ask if they were hiring, and I'd come back every year until I was old enough."

By the time Scott arrived in San Francisco, she was friends with Dan Vallor, who put her in touch. And she got the gig as Game Theory's bassist without playing any bass during her audition. "I brought my bass to the audition but he never asked me to play it, I think I sang a little for him. Scott didn't seem concerned that I wasn't a skilled player, I think it mattered more how passionate I was in my love of music. Only Scott knew what was going through his noggin, but it seemed he believed in me right there and then. There were never a question of 'We'll get back to you,' it was more like 'Great—welcome to Game Theory.'" Gil had a few doubts, at least at first. "Suzi was another rookie who'd never been in a band before. And at the time I think, 'OK, oh boy, these two girls are really nice but…' But somehow it all jelled. Suzi turned out to be a very natural bass player, her timing was solid. And Scott's songs aren't easy to play."

Though there was certainly pressure on, with the band needing to master the *Real Nighttime* songs in time to support the album, everyone remembers the woodshedding phase as something of a honeymoon. Scott and Gil bonded musically, and they got to be the veteran players who'd help the rookies along. For their part, Shelley and Suzi were able to master the keyboard and bass parts that Scott would write and teach them. He also threw some drum ideas to Gil, who mostly came up with his own. "Bless his heart, but the dude could not play drums," Gil notes.

"He was a bandleader, someone who knew what he wanted. I think Scott valued the fact that I was malleable," Suzi says. "I've seen a lot of bands where the bass player overplays because he can. Maybe someone with less experience can provide a good backbeat that holds the rhythm section together. I was open and trusting of his musical guidance and I think he appreciated that." And it probably helped that nobody in this lineup coveted Scott's place in the spotlight. "I learned early on that the band wasn't about me," Gil says. "He did like being in the spotlight and he was always the focus. He signed most of the autographs and everyone gravitated to him. It got to the point where it didn't matter who the rest of the lineup was. We'd come into the college radio interviews all excited to talk, and nobody would ask us anything. But they'd go to Scott, and the boy would go on and on. And half of what he talked about was so over our heads, science and religion and James Joyce. We'd be thinking, 'Great, what the hell is he talking about?'"

The new lineup did its jelling at Big Shot, the Berkeley photo lab where Robert Toren was working. In the back photo-processing room there was just enough space for the band to rehearse among the chemicals, the enlarging machine and the drying negatives. And the new lineup's rehearsals had a secret-clubhouse feel. "What I loved about this part of our history is that we had a solid schedule," Suzi recalls. "We rehearsed three evenings a week, starting at six thirty—Scott would pick me up from the BART train in his station wagon and Gil drove me home. There was a back door into a parking lot so we could park out of sight, and nobody could see the lights in the front." After three months the band was ready to tour *Real Nighttime*, which none of the new members had played on.

Introverted as he may have been offstage, Scott by now was anxious to get back on the road. With *Real Nighttime* getting a good initial reception, the band now had a shot at a bigger level of indie stardom. Scott had some grand designs for the tour, which were duly vetoed by Gil. “Before we went on the first tour he wanted us to wear the white turtleneck and jacket that he’d worn on the *Real Nighttime* cover. And I said ‘Scott, no. I just got out of a band that was telling me how to dress, and we’d all die of heatstroke.’ Later there was a time when he wanted to take a quadrophonic PA on the road with us. I had to remind him that some of the places we played were L-shaped, and some were just dives. Another time he wanted to show slides behind the band, so we had to tour with a projector and a step ladder. That idea got killed when the projector broke down.”

The band played a couple of warmup San Francisco shows—in one case billing themselves as Leppo & the Jooves, after a Soft Boys song—before the first high-profile show at the Palace in Los Angeles opening for the Three O’Clock. These were also the first live gigs that Suzi ever played. “I remember writing the songs down on a big piece of paper so I could look down if I got terrified. But after the first song I realized that I wasn’t paralyzed with fear.” From the start there was a less edgy feel about this lineup. “There was a cuteness and spryness about them,” recalls Robert Toren. “Suzi’s smile, for God’s sake. There was a confidence there that they hadn’t even earned, but the four of them just fit together in some way. They were all cute and photogenic, with a special kind of innocence. They’d come to San Francisco and were going to take this town by storm.”

And for a band that barely knew each other before forming, they got along remarkably well. “I would go so far as to say that I loved them all,” says Suzi. “Shelley was a sublimely gentle presence, a constant temperament. And since I was just a California skater girl, I looked up to her for how stylish she was, she had the greatest shirts. And Gil was my buddy, an absolute doll. He brought a joyful levity to the band.” As for Scott, she learned that respecting boundaries was part of the deal. “I remember him as very kind and gentle—and incredibly patient with all that he had to teach me. But though he could be warm and welcoming, he was never effusive.

Gil and I could be like two goofy kids, always hugging each other and giggling. With Scott you had to think twice about doing that, he wasn't just someone you could throw your arms around. I got him to hug back, but you had to make sure it was OK to invade him."

Shelley's experience was about the same: Scott was perfectly supportive while teaching her keyboard parts (until she started to write her own), but there was always a bit of distance. "I felt that Scott was the adult. Very rational and punctual, he kept his word about getting to shows. He was such a Spock-like character; whatever would happen you never saw an outburst. At the time I put it down to his being so driven by his music, but later I thought about how much he may have been holding in."

The co-ed lineup, still a novelty at the time, especially appealed to Scott and Gil. "I'd done my time dressing in red and black trying to look serious onstage," Gil says. "The bands I loved, like the Reivers and Let's Active, had this natural thrift-store cuteness about them; that was the band I wanted to be in visually. And here I am, in this really cute band playing really good pop music." It wasn't always the most encouraging of tours—Gil remembers that "some shows were horribly under-attended, and some horribly over-attended by people who couldn't have cared less about us." (He names an opening-day show at Colorado State as a prime example of the latter). On the good nights they'd diversify the setlists, playing covers and as-yet unrecorded songs. Winston-Salem got an opening bash of Van Morrison's "Gloria" into the new rocker "I've Tried Subtlety." Hometown gigs were the loosest; different Berkeley audiences were treated to the Roxy Music standby "Re-Make/Re-Model" and Carl Douglas' ridiculous disco hit "Kung Fu Fighting." Many shows ended with Scott doing "Like a Girl Jesus" solo.

A tour break brought them to Winston-Salem to make the next album at Mitch Easter's Drive-In Studio, an easy enough job since most of the songs had already been played on the road. Most of the basic tracks were laid down in a week, the closest thing to an obstacle being Gil's fannish awe of Easter. "I was worried for months—my God, we're going to record at Mitch's Drive-In Studio…I better start tuning my drums! I was imagining some

horrible, coked-out Fleetwood Mac scenario where you spend six months getting a good drum sound. And what wound up happening with the drums is that I set them up and Mitch mic'd 'em. He'd say 'OK, hit the snare drum. Sounds like a snare. Hit the rack tom. Sounds like a rack tom.' Put me right at ease, and we flew through the sessions. In all honesty, I didn't have a sense of how it was turning out until I heard it. The template for me was *Real Nighttime*, and I was a little worried that this one wasn't going to be as good."

As far as album-openers go, there was no contest: "Here It Is Tomorrow" was a wonder of immediacy and melodic tension. Virtually everything in the song is a hook, starting with the double-pulsing of Shelley playing one chord on synth; and Scott doing the same chord, twice as fast on guitar. (Suzi: "I liken that intro to being on a roller-coaster. The bar comes down and you're committed, here we go.") Mitch adds phasing to two massive cymbal-crashes, the first for the drum entrance and the second for the vocal. Scott sings through clenched teeth and rushes headlong into the chorus; the payoff comes when Suzi answers his singing of the title, Scott responding to that by jumping into falsetto. Instead of sounding fragile, this high-register jump takes the urgency up a notch. In the second verse two Scotts shout alternate lines at each other before Suzi guides him back to the chorus. A couple slammed Ramones-y chords and a one-line reprise ("What the hell do you know!") and it's over in a dizzying 2:17—no bridge, no third verse. Go ahead and play it a couple more times.

The worldview here isn't necessarily sunny but the performance is undeniably joyful; in Game Theory's canon, the weaving of male/female voices is always a thing of beauty, there to add reassurance when the lyrics won't provide it. Scott gave himself a cover credit for "miserable whine" rather than lead vocals—a nod to a *Sacramento Bee* critic who'd described it thusly—which of course led to higher-profile reviews, including one in *Billboard*, quoting that phrase. His vocals were indeed stuck at helium-high range on *Big Shot*, for the last time before he learned to temper it. But the voice isn't any more miserable than, say, Todd Rundgren's on *Runt* or Alex Chilton's on Big Star's debut: That kind of high, pleading voice is right in the classic pop template.

“Like a Girl Jesus” was where Scott got Big Star out of his system once and for all, managing to combine the soaring melodies of *#1 Record* with the haunted sound of *Big Star 3rd.* (Even the title sounds like a couple Big Star titles rolled together: “I’m in Love With a Girl Jesus Christ,” perhaps.) Mitch’s production here echoes the starker moments on *3rd,* with the ambient echoes suggesting chaos just below the sweet surface. Like the album’s opener, it does a lot with very little: the song has one long verse and no chorus, yet still feels complete; the unexpected entry of the full band at the finale provides the resolution. Lyrically it’s something that Big Star never quite managed, a song of outright adoration: the girl Jesus is one who provides love and redemption. Any tragic overtones in the title are put to rest by the repeated “she’s doing fine” at the end.

At least one song on the album, “Crash Into June” was so straightforwardly poppy that Scott would practically disown it: by 2010 the nicest thing he could say about it was “It doesn’t seem worse than anything else I wrote around then.” (The Memphis power-pop band that loved the song enough to name themselves after it may well disagree). He voiced no gripes about “Never Mind,” perhaps the giddiest song in his catalogue. One of the few Game Theory songs built around a guitar riff, “I’ve Tried Subtlety” perfectly fit the catchy-but-cerebral college radio zeitgeist. “I’ve tried subtlety before, but I will not anymore” still sounds like a yearbook quote waiting to happen.

“Regenisraen” would rightly become one of Game Theory’s best-loved songs; Gil remembers sitting around one mic with Scott doing the harmonies as one of his favorite sessions. Like the Pretenders’ “2000 Miles”, it’s a Christmas song where the holiday leads to questions of belief; though the verses express doubts, the celestial chorus is resoundingly spiritual. Fans who wondered what the word “regenisraen” means can be assured that it’s not actually a word. “It’s Latin for ‘Off the pigs, acid is groovy,’” was Scott’s explanation in the liner notes of a later compilation, but online he went into more depth. “The word came to me in a dream, sung roughly as it is on the track. I’m sure it’s not any real word. I hear fragments of the words ‘regeneration,’ ‘rain,’ and at least two more that I can’t remember. It puts me in mind of something like a hymn, glorifying and calling up a source of renewal.”

The album's main moment of bitterness was an easy one to miss: disguised as a romantic breakup song, "Erica's Word" is a kiss-off to Nan for leaving the band. Given Scott's unfulfilled crush on her, it wasn't that big a jump: in the song, Erica's departure causes hurt feelings and self-doubt, as breakups tend to do. (And the sprightly chorus and guitar solo—complete with handclaps—makes it sound oddly celebratory, as pop songs about breakups tend to do.) But not many breakup songs open with a couplet as loaded as "Erica's gone shy, some unknown X behind the why." On one hand this could be a novel way of saying "I don't know why she left"; on another it could refer to the pregnancy, an unknown blending of X and Y chromosomes. Concealed in the lyric are other specific references: "Checking out with Brother J" is possibly Nan's brother Joe, and possibly Jesus, thus implicating Dave Gill as well. In a later email, Scott told Dan Vallor he intended the latter: "I'm afraid you missed the boat with 'Brother J' being short for Jozef, but that is just a small boat. A dinghy. A rubber raft. You have sailed successfully aboard the Princess Cruiseship of understanding that the Nancy situation fueled my feelings of abandonment that led to the song. And don't forget the Dave Gill situation! Now, there was a man checking out with Brother J…. So there is vitriol in the lyric but also the seeds of understanding a tragic necessity of what feels like betrayal, or at least that was what I hoped to invest the song with."

Nan confirms that the photo referenced in the second verse, of her and Scott sitting together in a car, does exist (she thinks they were bound for one of their regular Tower Records trips). And given her departure to get married and have a child, the reference to Nan/Erica's new love—"Girl and I hope it comes through for you in the clutch/But I wouldn't bet much"—is cutting indeed.

It's subtle enough that Nan herself didn't put it together for many years. "I had a friend who Googled my name just for a joke, and up came all this stuff about Game Theory. I kind of knew the song but it was never one of my favorites—it just seemed a pretty classic mid-to-uptempo Scott song. It didn't do much for me the way 'Like a Girl Jesus' did. At the time there was an essay that said 'As everybody knows, it's about Nan Becker leaving the band.' And there was an interview with Scott that said yeah, there were some references to me. I got really upset reading this—the song is clearly

a reference to someone breaking a promise. And I was just as upset that it seemed to be common knowledge on the Internet. That was something I always intended to bring up to him, just 'It would have been nice if you'd told me.'"

History would repeat itself for the *Big Shot* lineup: this time it was Suzi Ziegler who gave notice toward the end of the tour, making her decision known after an October 7 show at Jumpin' Jack Flash in Boston. As with Nan, her departure was bittersweet: Suzi's parents were applying pressure, and were duly relieved when she opted to finish her last year of college instead of living in a van with a rock band. And with everybody but Scott touring for the first time, the realities of road life would wear down the cozy family vibe. "We slept on a lot of floors," says Shelley. "Lots of laughing, lots of joking, everybody getting along great—then the next morning there'd be the stress of getting to the next sound check. Sooner or later everybody's going to catch a cold. And everyone started having dietary issues. Gil and I were vegetarians at the time, and Suzi was a big salad eater, but that wasn't what they gave you at the clubs. I think Suzi got pretty unhappy with the continuous pizza." Adds Gil, "When you get off a tour you're always feeling 'I'm never going to do this again,' and three months later it's 'I can't wait.' Suzi left before the three months."

But Suzi now admits there was also another reason for her departure: she correctly guessed that Donnette was a couple steps away from joining the band, and Suzi was worried that the family-like situation would never be the same. More than twenty years later she still has mixed feelings about her departure. "I regret leaving, I do. But Scott and Donnette tended to have a tumultuous relationship and I think that would have been hard on the tensile strength of the band. And I only had a year of school left, so I thought I could always come back. I honestly didn't see it as such a final thing." But indeed it was, as Suzi joined the Davis band members on Scott's do-not-call list. "They have that expression in New York, 'You're dead to me'—well, when I left Game Theory I was dead to Scott. And I understand that—he'd finished his studies and was full speed ahead on music. I thought there were a bajillion bass players out there—I thought I could always pick it up again and didn't understand the finality of what I was doing. But I can

understand how he felt. When you push to the level of creative expression that he had, it's like someone saying 'I don't want to be around your kids anymore.'" Ironically Donnette was the first to fill in briefly on bass, before moving to second guitar.

Donnette Thayer hit the band like the proverbial hurricane. Everyone in the group knew that this wouldn't be just another personnel change: Donnette was a striking frontwoman in her own groups, and the first female singer who wasn't shy about blending her voice with Scott's. She'd strengthen both the vocals and the guitar sound; the lineup would have double guitars for the first time, and two of her own songs would hit the next album. But if the band was used to modest personalities who'd allow Scott the reins, Donnette wasn't one of those. For her part, Donnette says "I would never want to mess up Scott's career. I asked him to make sure he got the authorization from the band, and if they thought it sounded better then they should take me. And they thought it sounded better with me."

Nor was she inclined to hide in the shadows onstage. With Shelley already there, the band had two women with wildly different visual styles: glamorous and arty, blonde and brunette. "Ginger and Mary Ann, that's the way I saw it," Shelley says. "Obviously Donnette had the traditional model's type face, she was very beautiful, and vain. I remember one time she'd just had her hair tinted, and she said she was used to being the best looking… then she turns around and sees me… *blonde* in the room. Anytime you put two women onstage they're going to be compared, and I was fine with that. I didn't feel ugly next to her."

Even Donnette's longtime friend Robert Toren had his doubts. "I thought it was such a bad idea, having two prima donnas in the band. She was smart and driven and energetic and creative—and she could be very difficult, everyone knew that. You can put up with that kind of thing when it's the leader of the band. Scott could get away with it, that's the price of being the mega-talent he was. But I couldn't imagine her sitting back and letting Scott be in charge."

And she didn't. Donnette immediately went to work, taking control of the publicity—a move that raised eyebrows within the band, but

one that probably helped a good deal. Few indie bands at the time were making their own phone calls; if you wrote for fanzines or did college radio you always heard from the publicists and label reps, but seldom from the band itself. A little reinforcement went a long way: if you got a personal call from a member of Game Theory, especially the pretty one who'd just joined, you were flattered and probably more inclined to give them some attention. In some interviews after she joined, she wasn't shy about answering the questions in tandem with Scott.

Since Scott Vanderbilt's Enigma gig required him to step down for conflict-of-interest reasons, Game Theory now lacked a full-time manager, and Donnette was picking up some of the slack. She'd already taken the promotional reins before joining, since promoting himself was never one of Scott's strong points. "I did a hell of a lot of work promoting that band," she says. "When *Big Shot Chronicles* was about to come out I was spending six hours a day calling college radio stations. I always thought Scott was a brilliant songwriter who could do better than he was doing. There was a lot that wasn't being dealt with, they weren't even playing any gigs at the time I joined. So once I got into the band I started calling up radio stations and asking if they knew any places that might be interested in us. Scott was opposed to playing for free, but I got us a benefit for Santa Clara's radio station [KSCU]. We drew more than 2,000 people, one of the biggest shows we ever played." It was also where Scott met the band Daddy in His Deep Sleep, for whom he produced an album on Enigma.

Another of Donnette's contributions was to recommend that the bass player's slot be filled by Gui Gassuan, who'd been working with her as a bar-back at the DNA Lounge. "Donnette came in with a real rock and roll attitude, and we talked a lot about music. She told me her boyfriend's band needed a bass player. I listened to the tape and said 'This is great, you guys should be signed.' She said 'We are signed, and we leave on tour in a few weeks.' I'd been in a punk band and a metal band, but getting into a band with an album and tour dates was my dream come true. When I met Scott he didn't seem like the rock star I was expecting, more like someone very focused on his songwriting."

With the addition of two new members, the band's personality changed overnight. Gone was the cheerful bubblegum image of the *Big Shot* days. This was now a rock band; they played like one and they toured like one. "There'd been a special kind of innocence before, but they brought some urban darkness in," says Toren. And once this lineup got on the road, the tours took on some old-fashioned rock and roll decadence; the fact that Shelley was still below legal drinking age passed most of the club owners right by. The band also had a touring soundman who'd previously worked with Damn Yankees (including Ted Nugent) and Slayer, so any rock and roll behavior was encouraged. "After a gig Scott would be surrounded by these nerdy, very adoring fans and he'd just be talking to them," says Gui. "The rest of us would be wondering if we could get another case of beer out of the club." Recalls Gil, "It was our *Blue Velvet* tour, where we insisted on drinking only Pabst Blue Ribbon. It got ridiculous—we'd be 20 minutes away from the club, and we'd still stop and buy a 12-pack."

As usual Scott didn't indulge (much), and sleeping under the most trying circumstances proved to be one of his more enviable talents. Gil recalls a night in Santa Clara where it came in especially handy. "We played, we were loud, we were drunk. Gui climbed up to the rafters of this giant club, like a monkey—that was around the time I thought, 'Well, we have a whole different beast here.' The band now had a real swagger and cockiness to it. Everyone but Scott was drinking too much—he'd do a little, but he always needed to be in control. So we stayed at a lot of fans' houses in those days. It's three in the morning and the house was like, 'Great, fuckin' Game Theory is staying here—let's have a big party!' And Scott would go into the bathroom, brush his teeth, drag his sleeping bag into the middle of the floor where we were partying, and go to sleep."

Gui's touring exploits would become the stuff of band legend, none of which he's eager to add to at this late date: "I was young and in super-good physical shape, so let's just say I had a good time," he says. Other members are more willing to divulge details. Recalls Shelley, "One time he had to pee in front of someone's van. Then somebody in the van hit the gas and drove off really quick so he chased after the van and peed all over himself." Said Scott in one of his blog posts, "He was a wild man. Everything you saw or heard

was true, definitely not staged. He was indestructible and would take all these risks, and nothing ever claimed his life, or more to the point, his position in the band. He was always there one minute before we'd have to leave town without him and fly in a bass player from back home. He'd fall down after drinking a lot and break somebody's basement steps bannister."

One of Gui's greatest tricks was to proclaim himself Uberman, and demonstrate his powers by running headfirst into a metal dumpster or some other likely object. At a show in Minneapolis he broke a bass string during a set, and was traumatized enough to begin drinking in penance—in Shelley's words, "He felt he had to do a blood sacrifice." This night the band had been invited to stay with local heroes the Jayhawks. "He did the Uberman thing to an oak tree at the Jayhawks' house," Gil recalls. "And he'd wake up the next morning like nothing had happened. The next day he woke up with two black eyes, and those stayed with him all the way to New York. We had a photo shoot with *Spin* magazine and they had to cover the black eyes with makeup."

Things were now getting interesting in quite a few ways. Game Theory was opening to new musical possibilities, and with the new possibilities came a loss of innocence. As it turned out, that would be the perfect cue for a career-defining concept album.

5

No One Twisting His Arm

"We're going to make one of those double albums that should have been a single album." So went Scott's pitch to Mitch Easter as the new lineup made its studio debut. The "double album that should have been a single" was of course a cherished relic of the vinyl era, which was now barely a year away from ending. A double album was a statement by nature: it meant that a band was willing to stretch the boundaries and to risk self-indulgence—or to fall right into it. Scott was a fan of mid-'70s benchmarks such as Yes's *Tales From Topographic Oceans* and the Who's *Quadrophenia*, and was at least aware of Genesis' *The Lamb Lies Down on Broadway*, all of which were guilty as charged. Two of the great U.S. underground bands, Hüsker Dü and the Minutemen, likewise got epic and sprawling on their respective doubles, *Zen Arcade* and *Double Nickels on the Dime*. But all the above are albums most beloved by fans: each was an immersive experience, taking you deep into the band's worldview. *Lolita Nation* would be one of those.

A playlist of never-realized hit singles, a rallying point for sensitive types, a map of its creator's psyche, a beautifully sprawling mess—the 75-minute work was all that and more. On one hand, the album is Scott's leap into the abstract: it's structured as a dreamscape of fragments and aural hallucinations, all of which add depth to its central themes of alienation and lost youth. Yet some of the songs are the most hit-ready ones the band ever did, even if those songs are often buried deep into an LP side. You could easily cut *Lolita Nation* down into a more commercial single album, and the European release did exactly that. But that would be like cutting "A Day in the Life" down to a catchier three-minute song without the pesky orchestral noise, or taking the confusing rush of colors out of *2001: A Space Odyssey*. The abstraction and the out-front emotion were equally key to *Lolita Nation*, an album that explicitly referenced Stanley Kubrick as well as the Beatles.

Not everyone in the band was initially friendly to the idea of a double album, especially after the straightforward and accessible

Big Shot Chronicles. The college-radio success of "Erica's Word" was calling out for a follow-up, preferably a full album's worth. Gil was the voice of reason, reminding Scott that there weren't even enough songs around for a double. "After *Big Shot* I thought we really needed another single pop album, maybe a more rocking one. And Scott said 'No, I've thought this out and it's a double.' He wanted to do something that would make us stand apart from everyone else, be it a slide show or a quadrophonic sound system—or a double album at the peak of our popularity. I tried so hard to talk him out of it." Mitch on the other hand was ready to run with it. "I loved the idea that it was going to be a crazy record, and he had a way of announcing upfront that people were going to hate half of it. So the real free kind of approach was super appealing to me, and it just got freer as it went along."

But Mitch says that there was no grand design to make the album as ambitious as it was. "I suppose he knew the main songs ran over the usual LP running time, and he figured 'time for the double LP, then.' He was a bit of a formalist, in the sense that I think he enjoyed 'form' and was aware of what it led to in the minds of listeners. We all grew up with double LPs being something of a big deal, as well as an occasion for pointless noodling. Beyond that, I don't think there was an overall theme for the record. I think people always think records are made very deliberately, with a sort of motive behind them, but in my opinion, that is usually not the case. Usually people are simply recording the songs they have at the time. The songs may lend themselves to an approach, but in general I think the next record is simply, you know, The Next Record. Scott was a planner; I was amazed at how sometimes he had the LP sequence figured out before any recording started. But on this record there was a fair bit of happenstance. This was a new lineup, but if I dare say, it's not like the new members were the secret weapon to take Scott's sound to the next level or something. It was still most definitely Scott's baby."

As always, Mitch thought that the band should stay true to itself and let commercial considerations take their course. "I always liked the catchy ones, the ones that sounded like 'singles,' but nobody really believed in such a thing at the time. I think we all thought this was very much an indie record that might help the band's

popularity, but by the time this record was made, to make any of the songs really 'radio-friendly' would've meant using a drum machine or firing the whole band and having Scott sing over a very solid and rigid session player-type track. Nobody was prepared to do that! If you look at what was on the charts at the time—well, nothing here sounds like Huey Lewis. Or, for that matter, R.E.M. Scott had a funny high voice, there were lots of foamy synths—stuff that was the kiss of death to fans of the prevailing U.S. indie rock of the day. This record came out as the U.S. was going into its tough, pre-grunge era, so I think this record would have been seen by many as floofy weirdness."

The central theme is proudly emotional. Scott would be self-deprecating enough to describe many of his songs (in the liner notes of his own greatest-hits album, no less) as "young adult hurt-feeling-athons"; and *Lolita Nation* is that concept writ large. There's an ache that runs throughout the album, a pining for a personal golden age that slips further away with each song. "In my mid-twenties I felt powerless and persecuted," he explained on a website post. "What did the world want me for? The title made me think of an entire generation of Lolitas: someone—our parents? God?—needed us to be there, but the need felt neurotic and uncompassionate…. I'm trying to express that teen alienation thing that the kids go for, but I'm also fishing around for a basis of proper adulthood." In a 1988 interview with the fanzine *Non*Stop Banter,* he elaborated that the Lolita Nation was America's youth culture, in an abusive relationship with its elders. "The old world is fascinated by the new world, and infatuated with it, but doesn't regard it as something worthy of… that its opinions are important, as a very sentient being. It seemed this kind of perfect metaphor for being a young person, the situation of being put upon. It is a chip-on-your-shoulder kind of title, but it seemed really poetic to me."

But the songs also represent the beauty of youth, with Donnette's voice adding a classically Californian pop shimmer. "We Love You Carol and Alison" is a sweet pop song on the surface—the sonics certainly suggest one, with the chiming acoustic guitar and a chorus that evokes the Mamas & the Papas. But the lyrics put Scott's chosen theme in a nutshell: Carol and Alison are the beautiful young things that the singer needs to keep around for unspecified

and likely unsavory reasons, “and he’s got nerve, asking this Lolita nation to bow and serve.” Accordingly the song is just a little more aggressive than it might have been a year earlier: Gui’s bass is right up front and there’s a bit of anger in Scott’s vocal, making a few jumps into falsetto but pulling back just as quickly.

After the sweeter and wispier sounds on *Big Shot Chronicles*, Game Theory becomes a tougher rock band, flexing its muscles on a handful of long instrumental breaks. Even the pop songs take on some heaviness: “The Real Sheila” opens with a harmony guitar line from Scott and Donnette, and the chorus is pounded home in fist-waving classic-rock style. If there’s a quintessential Game Theory song, “The Real Sheila” was it: a song of adoration to a woman identified by name, slightly tragic in that the singer is offered her friendship while being denied her love. The song’s three-part structure perfectly suits the sentiments: the verses are minor-key and moody, a moment where the singer’s left alone—then it accelerates with some power-chords on the bridge (“Sheila, stay home a little longer”)—pure hormonal urgency. And finally there’s the chorus, where Sheila’s gone again and the singer savors the one triumph he’s got: “Nobody knows the real Sheila like I do.” (Note the playing on the word “know,” which implies there can be a deeper sense of knowing than the Biblical one). Like so many great pop songs, it wrings some glory out of impending heartbreak.

It’s no accident that “The Real Sheila,” a tailor-made opener if there ever was one, is instead tucked away near the end of side two. One of the album’s underlying themes is that the systems that make you comfortable—society, religion, relationships—are not to be trusted. Hence, the album constantly undermines its own pleasures, then comes up with still more pleasures to undermine. “Always be wary of the superstructure of whatever situation you’re in,” he told interviewer Tina Woelke when talking about the album in 1988. “It may just be that the whole game that you’re into is something very bogus and you should get out. That kind of idea. It’s also about taking a cold, hard look.”

So it makes sense that the opening track is called “Kenneth—What’s the Frequency?”—a reference to Dan Rather’s being mugged in New York City a year earlier, when his assailant shouted that phrase:

what could present a colder, harder look at trusted conventions than an attack on a respected anchorman, with a priceless non sequitur attached? “That news item really struck me at the time as sounding like one of the more disorienting experiences a person could have. I thought that was the right mood to try to set at the opening of that album,” he explained in his Internet column. R.E.M. made the same reference in a song seven years later, inverting the title to “What’s the Frequency, Kenneth?” (Game Theory’s version is the historically accurate one). Scott gave their song a thumbs-up in the same column. “I don’t remember being particularly dumbfounded at the coincidence or anything. I think I wondered whether anyone besides me would still remember the reference. The R.E.M. song was one of my favorite songs of that year.”

Unlike the radio-friendly R.E.M. song—which did its own subversive thing by sneaking the word “fuck” into a hit single—Game Theory’s track is just a snippet of sonic mischief that escorts you into the proper opener, “Not Because You Can.” And if you had the previous albums, this sure wasn’t the Game Theory you knew: no wispy bubblegum here, but the charge of a full-throttle rock band. There’s a good 90 seconds of instrumental before the vocal enters, and the vocal is also barely recognizable; for the first time on record, Scott pulls off singing in a deeper register. Though Scott didn’t take voice lessons between albums, his singing took a quantum leap on *Lolita*; the “miserable whine” is gone, and when he does use the high register it’s there to make an emotional point. This is done on “Dripping With Looks,” which addresses an uncomfortably beautiful woman—presumably the one that was now sharing both his home and his stage. The atmosphere of the song is likewise beautiful and strange: a fuzz guitar and a bass in tandem fill out the soundscape, there are no drums save a few stabs of synth percussion, with Scott’s voice soaring overhead.

Another conceptual stroke is pulled on “Exactly What We Don’t Want to Hear,” one of the four mini-tracks on side one. A pretty and folkish tune, it’s about two groups of misfits: record collectors, and obscure artists whose records are collected (Scott of course is doubly implicated, being part of both groups.) Both, he suggests, are on something of a hopeless quest: “What lengths we’re going to just to find/Exactly what we don’t want to hear/With all our well-

trained ears." His fans' ears will probably be well-trained enough to pick out the references to beloved old records that are dropped throughout the album—beginning with "The Waist and the Knees," with its easily-caught paraphrases from the Beach Boys' "Sloop John B." and Led Zeppelin's "Stairway to Heaven."

Scott's jaundiced view of adulthood to come is the subject of "The Waist and the Knees," whose manic dread makes it the antithesis of the sunniness of *Big Shot*. While Game Theory had done longer and darker tracks before ("Friend of the Family," "The Young Drug"), this was fully realized and made full use of the new band's capacity for heaviness, including a brief step-out for Gil—"the Bill Bruford breakdown," he calls it, thus becoming the second Game Theory stickman to reference the Yes/King Crimson drummer. Shelley loved the song's chaos and lobbied to have it played onstage when Scott had his doubts; the live version featured Donnette playing the slide parts with a violin bow—how appropriate for a lyric that referenced Zeppelin—while Scott pounded the hell out of the chords. The breakdown segment includes a spoken snippet—"No one twisting his arm!"—that would recur later in the album, and later in Scott's career (a sped-up version appears in the Loud Family track "Sword Swallower," so well hidden that it took Scott's sharp-eared Internet fans a couple decades to find it). Gil thinks the phrase comes from the band's obsession with *Blue Velvet*: though the phrase doesn't appear in the movie, both the tone of Scott's voice and the message—roughly, "You chose to get yourself into this mess, pal"—are decidedly Frank Boothian. Another clue is the lyric "Beckmann's by the enlistment line"—a reference to Max Beckmann's brutal antiwar painting *The Night*, in which an attacker twists a hanged man's arm.

One possible inspiration here was the news that Scott was targeted for an IRS audit, something he dreaded. As Donnette explains, a friend of the band was commissioned to make a video for "Erica's Word"—her version was rejected but the band paid her $2,000. She reported it to the IRS, Game Theory neglected to do the same, and that sent up a red flag. Like many who made their living playing music, Game Theory wasn't brilliant at keeping tax records. "[The unreported $2,000] made them take a close look at all his taxes," says Donnette. "All the tours got put up under scrutiny. At first

Scott ignored the things the IRS sent, then they got more threatening and he still wasn't responding. So now there was a lot of paperwork to be done, and he was very shaken up. It grew into a full tax audit, and that was something out of Scott's universe. When there was something ugly or unpleasant going on, he would usually wall himself off against it. The worst thing about the audit was that he couldn't do that." Scott went to the first deposition with Dan Vallor, who recalls that one of the few tour payments on record was a particularly good Colorado State University show where they'd made $1,500. Thus the IRS reconstructed the whole tour, assuming the band made that much at every show, when it was usually far less.

In a 1994 interview, Scott claimed that the looming audit was the starting point for the entire album: "The IRS was inventing tour income for me that never existed and making me prove it didn't exist, which if you're broke is very difficult but fortunately possible if you put the whole rest of your life on hold. That sort of paranoia resulted in a desire to throw out a lot of what I began to think of as tyrannical conventions, and I just ended up with a big, very contentious record."

The audit didn't wind up happening until after Game Theory's breakup, but meanwhile his dread informs a number of *Lolita* lyrics —from the invitation on one of the mini-songs ("You can wreck my life/Go ahead, I know you're dying to") to a specific reference during "One More for Saint Michael" ("I don't need a tax audit/I haven't made one ha-ha half dollar all year"). The latter song is perhaps the first in the pop canon to unite Bob Dylan (whose vocal style and rapid-fire imagery, circa *Blonde on Blonde*, are surely being referenced) with *Star Trek*: the phrase "Tell 'em, Jim!" is shouted at Scott during one of the verses, referring to a *Trek* episode in which children of an Earth-like planet become deranged when they hit puberty; a dread-of-adulthood moment if there ever was one. "Nothing New" could also include references to the audit ("I was on the outs today/Feeling hit up for a price I thought I'd never have to pay") but here they're in the context of a soaring, warm-hearted love song. So in this case, the reassurance of love outweighs the outside world's threats—perhaps the album's one reassuring message. (And in a perfect world, a melody this gorgeous would

have taken care of Scott's financial troubles once and for all).

Taking a page from Elvis Costello's playbook, many of Scott's *Lolita* lyrics ward off hurt through the sheer cleverness of the wordplay. "Slip" comes about as close to garage rock as Game Theory ever got, dealing with a broken relationship thusly: "You used to hear our fights half a block away/And I wonder now which ones I could have lost to make her stay." And the wordplay lightens the self-laceration on "The World's Easiest Job," a song whose length (under two minutes) and sing-songy chorus make it an easy one to overlook. But the lyric's opening zinger ("Turning your friends against me, man it must be the world's easiest job") manages to belittle the person being addressed as much as the singer. In two instances of this two-verse song, a lyric is quadruple-rhymed with the corresponding line in the next verse: "Turning your friends against me" with "Riding a frenzied ten-speed"; "Finding a verdict of retard, retard, retard" with "Fighting and flirting then re-start, re-start, re-start." If you wonder why Scott wanted to use a grade-school taunt like "retard" in a lyric, that's perhaps explained by his slackening of the tempo when he sings it—this is, in musical terms, a retard. The song ends with a repeat of the title line, with the insertion of one word ("Man it must be the world's *goddamn* easiest job") underlines the underlying turmoil. As does the closing piano solo, a burst of free jazz (played by Angie Carlson) whose very incongruity makes it work. "I remember discussing the approach for that piano part—I know it was Bowie-inspired but for the life of me I can't place what exactly we were channeling," Carlson says (it may well have been one of Roy Bittan's anarchic solos on *Station to Station*).

Scott recorded many of the interstitial tracks on his own or with Mitch between working on the fully-produced songs. "Some of the funny bits, the bits and pieces, were done during a lull in mixing when we had to order a new tape lifter for the 24-track machine," Mitch recalls. "We couldn't mix anything, so we recorded some new stuff on the old 16-track that we had used on *Real Nighttime* and *The Big Shot Chronicles* while we waited for the part to arrive. So you see that not everything was planned in advance."

Stray instrumentals and songs by other band members were worked

up and added to the track lineup. Donnette gets two tracks, both straightforward in their poppiness, and not always beloved by fans. Yet both were lovely in their own right, and "Mammoth Gardens" ties in with the album theme by celebrating younger dancing days. It also sets up a killer segue into Scott's "Little Ivory," which takes the mammoth reference and runs with it: elephants and mammoths are of course gentle and trusting creatures, so it's a sympathetic song for someone innocent. (You can also read in another reference to the audit: "With all of his lawyers he won't need to use any keys"—i.e., a musician who won't get to compose.) Shelley adds some Beach Boys overtones with a harpsichord-like synth part. The segue plays like a Scott/Donnette dialogue, showing how her exuberance and his brooding side played off one another.

Shelley came up with "Toby Ornette," a playful keyboard instrumental with guitar by Donnette (who also coined the Shakespearean pun—to be or not—by adding "Ornette" to Shelley's original one-name title). It's the only track on any Scott Miller album on which Scott doesn't appear. On the other hand, the rest of the band is absent on another instrumental, "Choose Between Two Sons," cut in the after hours with Scott and Mitch overdubbing all of the instruments. Gil likewise contributed an instrumental when Scott was running short on tracks: "I said I had these two guitar riffs, he said 'Great, stick 'em together and record it right now.'" Originally called "Wheelbarrow Waltz" after an obscure tour joke, its eventual title was another Donnette-ism, "Where They Have to Let You In."

Even the song titles were puzzles to be deciphered, often laced with self-reference: "Pretty Green Card Shark" was a string of two-word phrases, most of which were song titles:—"Pretty Green" (the Jam), "Green Card" (Alternate Learning), "card shark" and finally "Shark Pretty"—a previous Game Theory title, making this one a Mobius strip. (And keep in mind that the song itself, a tape-splice of earlier Game Theory bits, runs all of four seconds.) A more obvious reference is a short reverse-tape snippet being titled "Turn Me On Dead Man"—which Beatles fans know was the phrase you heard when you played "Revolution 9" backwards. A further musical in-joke is the blink-and-you-miss-it track "Vacuum Genesis"—title referring to the Big Bang theory of creation—which consists of Scott

singing the Genesis song “Illegal Alien” while running a vacuum cleaner; his choice of one of the least-liked Genesis songs adds to the absurdity. Was this worth eight seconds on an album? Absolutely.

The above snippet is part of the album’s strangest track, a collage that runs 1:55 and includes 24 individually-named sections, many of which are written in LISP computer language. (The title amounts to a full paragraph, making the album’s track list twice as long and three times as confusing.) The final subsection “27” revisits the *Real Nighttime* title “24” (though not the song), updating it to Scott’s current age. What you actually hear on these sections is effectively the sound of a machine that becomes overloaded and breaks down, a la HAL in *2001: A Space Odyssey* (which is referenced in one of the subtitles, along with other pieces of Kubrick and David Lynch): numerous recycled GT themes collide into each other before a tape slows down and stops; the silence is then broken by random stabs of further recycled songs (the LISP sections), before the album proper resumes with the next track, “One More for Saint Michael”—as was surely intended, you have to listen up to make sure you’re getting a real song this time.

What exactly was going on here? Certainly more of the willful disorientation that started up the album, another psychoacoustic trick to keep you from getting too comfortable. The closest Scott came to explaining the track was in his Internet column Ask Scott, where he confirmed that the self-references were part of a grander scheme. And to some fans’ relief, he also confirmed that the LISP subtitles didn’t all need to be decoded. “They were computer programming language elements strung together. I remember that ‘DEF’ was ‘define’ and a ‘MACRO’ means a little subroutine. ‘NEQ’ was ‘not equal to.’ That’s all I can remember as far as specific details, but I remember, for the whole song-titling exercise in that passage, intending something like parody. There was sort of an intellectual fad going on where self-reference was the answer to the mystery of consciousness, and I wanted to have a sort of mock-heroic rendition of that formula, in the way I imagined dadaists and surrealists would have gone about a task like that. I didn’t expect anyone to ‘get it’ exactly. On that record I was committed to making every effort to try to get across the feelings I had to get

across, no matter how much of a failure my means of communication seemed to me at the time."

The CD version of *Lolita* was an expensive collector's item for years, but the vinyl is arguably the definitive version, with each album side working as a complete statement. And one of the subliminal touches—a guitar lick that appears at the very end of side one reprising at the start of side two, becoming the main riff in "Nothing New"—is nowhere near as clever if the two pieces are right next to each other. The structure is likewise symmetrical, with the odd-numbered sides including the dreamscape interludes and the even ones being fairly straightforward.

And the fourth side needs to stand on its own, containing three longish tracks that underline the album's coming-of-age theme. "Chardonnay" was originally an epic track running eight minutes—just about the length of "American Pie," one of its obvious role models (both songs have the kind of chorus that gets more mesmerizing the more you repeat it). Sadly, it was halved to keep the album at 75 minutes, at the time the cutoff point for CD. In both songs, the narrator recounts the pop-culture touchstones that shaped his childhood, though Scott's are naturally more esoteric and range from de Chirico to kung fu; "Chardonnay" (perhaps another version of Donnette's name) is the untouchable woman that he's somehow managed to touch. There are also references to a teenaged infatuation which may be Nan. And the song's existential question—the singer is "reminded that I once could want it all"—is answered in the next song, "Last Day That We're Young," which is about learning that you did indeed have everything just before you lost it. A graduation song of sorts, "Last Day That We're Young" pinpoints the moment when the possibilities of youth all get surrendered. It would be heartbreaking if the band didn't sound so full of bravado; the long instrumental at the start of the song practically shouts "We're not done being young just yet, dammit."

That leaves Scott on his own to deliver the album's parting shot, "Together Now, Very Minor," which brings the underlying depression to the forefront. Yet the song places itself within a great California pop tradition of music that could be life-affirming and profoundly despairing at once. Consider Brian Wilson, who

wrapped up his triumphant '60s run with "'Til I Die" (on 1971's *Surf's Up*), a gorgeous chorale that pondered his insignificance in the universe—his last great Beach Boys song for a long while, and his single most haunting one. Three years later, Lindsey Buckingham ended his debut album with Fleetwood Mac—one of the biggest successes of its day—with a song about fear of failure, "I'm So Afraid." Even when he used that song as a jumping-off point for guitar heroics onstage, many missed the cry for help in the lyrics.

"Together Now, Very Minor" is that kind of song. It finds the singer back on his own with an acoustic guitar, while Easter frames it with a touch of sympathetic reverb (achieved by putting the tape out of phase during mixing). Lyrically, it's essentially an apology on two levels: having just grown into adulthood, the singer now sees in himself the same neediness that will corrupt future Lolitas. And there's also a sense that, as the maker of this album, he wants forgiveness for wasting your time: "Please don't pay attention to a thing I do or say/It's just a ploy to drag you out and take it all away…." And he repeats those last two words, working the crack in his high register for dramatic impact as the album drifts off.

According to Mitch, "Together Now" wasn't any more cathartic to record than any of the other songs. "Scott was great to work with but at the same time, I wouldn't presume to know his deeper thoughts. He could be sort of closed-off even as he was fantastically creative. As with many artists, he could put something out that could be seen as personal but it was also well within his grasp to just make something up. He surely had all kinds of self-doubt but I don't think he did as a writer. I think songs just flew out of him."

Donnette recalls an in-joke that informed that song: the band had gone to see Faith No More in San Francisco, and went outside for Gil's cigarette break. "We were talking about celebrity and Scott said, 'You know, I think I'm a nice guy as minor celebrities go… All together now!' And Gil and Shelley came in with, '…Very minor!' I think they'd done that a few times and it was one of my first rehearsals."

The packaging was likewise carefully thought out, with the five back-cover photos representing the members' personalities. Scott is

intent on the telephone, a man with a message. Donnette is intense and glamorous, Shelley dark and elegant (and naked, though Robert darkened the photo to make that less obvious). Gui has the dapper rock and roller look, Gil is rugged and down-to-earth. ("He liked the soulful eyes and the blue-collar look in his photo," Robert explains. "I was just trying to make them all look like cool rock stars.") And the front cover continued an in-joke that's stretched over all the albums to date: With each cover the G in Game Theory gets bigger, evincing the band's growing confidence. On *Lolita* the G is so big it's clear off the margins. But it probably didn't help that the band's name doesn't appear anywhere on the cover. Enigma came up with a sticker that proclaimed "Specially Priced Double Album," but only incidentally mentioned that it's a Game Theory album: "Likely the strangest pop record of the '80s…a double-album dreamscape through the world of Game Theory, a world of modern music at its most bonecrushingly psychotic and most achingly beautiful." While that arguably makes the album sound weirder than it is, at least it proves that someone at the label (probably Scott Vanderbilt) appreciated its "dreamscape" aspects. In Europe the album was condensed to a single LP, which didn't make it more successful: the single-disc edit loses all the non-Scott songs and nearly all the third side (keeping only the instrumental "Choose Between Two Sons"), and keeps all the obvious pop songs, but it cuts out "The Waist and the Knees," leaving the album without a centerpiece.

Those who "got" *Lolita Nation* recognized the mix of pop and art that Scott was after, and often shared his record-collector tendencies. In *Spin*, Howard Wuelfing wrote, "Having realized at an early age that Roxy Music copped 'Re-make/Re-model' wholesale from the Monkees' 'Stepping Stone,' he's embraced both high and low stylistic elements of rock: cerebral, conceptual high-jinks as well as the dumb, sing-along fun. On *Lolita Nation* he takes this combination to extremes few others have dared visit before."

"The links! The references, the self-mythology—it was all like an intricate puzzle box," enthuses Jonathan Segel, whose band Camper Van Beethoven was hitting a commercial peak around the same time, signing to Virgin Records and working with producer Dennis Herring on *Our Beloved Revolutionary Sweetheart*. "*Lolita Nation* was like a culmination for people like me who had been following him

all along. So now CVB was signed and I was fighting with the LA production idea all the way through our first record for Virgin. And then they came out with *Lolita Nation*—shit!" Game Theory inspired Segel to make his own double album, *Storytelling,* as an antidote to his own band's move to the mainstream. "I took all the outtake reels from our album to make *Storytelling*—I really wanted to make art as much as any commercial venture. Scott liked it, or so he said publicly. But I think that was as much for the audacity, for the fact that I wanted to show him that the large-scale album was something worth pursuing."

With its themes of angst and alienation, *Lolita Nation* would surely have touched a cultural nerve if it had been made a few years later. And indeed, the Lolita Nation of lost young souls spilled into the cultural zeitgeist in the next decade, when Kurt Cobain's haunted eyes stared out from every magazine cover. Suddenly there were waifish types in every fashion shoot, and mainstream TV shows about alienated youth and their so-called lives—the very characters who would have taken the album to heart. Even the album title's "…Nation" construction crashed into pop culture: Game Theory's Enigma label mates Sonic Youth came out with *Daydream Nation* (another ambitious double album, and one Scott admired) a year later, then Elizabeth Wurtzel's *Prozac Nation* wrote the manual on depression chic. Nowadays the world's biggest concert conglomerate is called Live Nation, and you can probably be part of six or seven different "nations" just by checking your latest Facebook feed. If only you could get rich by copyrighting a catchphrase, Scott could have been right there on the gravy train—probably next to Ian Dury, who'd have lived high off his song title "Sex & Drugs & Rock & Roll."

Seldom prone to giving himself credit, Scott did take credit for that one. "One thing I thought I invented on *Lolita Nation* that no one has offered me credit for is the media hook sense of calling something '[blank] nation.' As far as I knew, there was no precedent of the 'Bobby Flay's Food Nation' sort at the time." In the same post he spilled where he had gotten the idea: from Paul Revere & the Raiders' 1971 hit "Indian Reservation," where "they took the whole Cherokee nation and locked us on this reservation." That mix of high and low culture strikes again.

6

Room For One More

Game Theory's last year together (barring the brief launch of a new lineup) isn't remembered too fondly by anyone involved. Shadowed by Scott and Donnette's impending breakup, the year brought an album, *Two Steps From the Middle Ages*, that should have broken them commercially and didn't. Same as it ever was, and by now the frustration was setting in. For the moment, Game Theory was still a close-knit and fairly upbeat unit, and there were some good social times between albums: in 1987 there was a Halloween party at Robert Toren's house where Scott, who was dead set against wearing a costume, finally relented with a Charlie Brown-style ghost outfit, simply cutting two eyeholes in a white sheet (something he was smart enough not to wear when walking the streets in Oakland). But it was back to work soon after, and by now it was dawning on the band that they may not be famous after all.

"It was on our minds all the time," Shelley says. "Often we'd see bands that we thought were lesser than us get successful. I expected that I was going to be a professional musician, this was my career. And I still thought it would be a perfect life if only we had a tour vehicle that was large enough to lay down and sleep in. That would have made the biggest difference of all, because whoever booked those tours had us leaving right after the shows and driving all night to the next place." Gui adds that the band took notice when Camper Van Beethoven, a band Game Theory liked and considered peers (and who'd played at Robert and Shelley's "wedding," a non-legally binding commitment ceremony) started getting airplay and they still weren't. Scott always claimed that he had no designs on pop stardom, but those close to him weren't fooled. "He loved the spotlight, he really did," Gil says. "And he was a very gracious rock star on that level. He loved talking music to fans, he'd sign whatever they had, he'd talk to complete strangers for as long as he had time. He loved the attention, and I think it was frustrating to him that *Lolita Nation* was kind of the peak."

What exactly were Game Theory doing wrong? "Not being English"

would be the snide answer, but there's some truth in that: look at the modern rock charts for 1987 and you'll see a lot of the high-gloss U.K. pop that was flourishing on MTV: Depeche Mode, Echo & the Bunnymen, the Cure, the Psychedelic Furs, Love & Rockets, and a cleaned-up Billy Idol were all at or near their commercial peak. (The L.A. band X, who by all rights should have been huge by now, lamented the situation in their 1984 song "I Must Not Think Bad Thoughts": "Would the last American band to get played on the radio please bring the flag?") The success of R.E.M. got a lot of great American bands signed to major labels, but most of them weren't crossing over to commercial radio. It took five albums, continuous momentum and a fully committed label before R.E.M. themselves turned the trick with that year's "The One I Love."

Karen Glauber, president of *Hits* magazine, hints that other factors were also at work. Glauber was a supporter of alternative pop—while at A&M Records, she got ex-dB Chris Stamey signed to the label—and an admirer of Game Theory. But she says that crossing over demanded a level of ambition that she didn't see in Scott. "I'd say the difference between Scott Miller and Michael Stipe was the difference in showmanship. Scott was truly fantastic, but could he project to the back of the room and make the girls fall in love with him? And that's something I'd say about a lot of my favorite bands. Also, did Scott really want it? To get famous you have to put yourself in a position of selling yourself, and that's a hard thing that a lot of artists would never consider."

It's a fair question, and Donnette concurs that like many artists, Scott wasn't a natural-born self-promoter. "I think he felt that he needed to exert himself as the creative authority in the band, in order to achieve pop stardom. But he eschewed the notion of promoting your work—all that tacky smoothie-type stuff, he didn't have time for it. I could do it for Game Theory because it wasn't my band, I could be on the side managing. But to tell someone how great your stuff is, and how they ought to be playing it—that's the hard part." Gary Hobish, the engineer on the *Two Steps* sessions, concurs: "I don't think that it was beyond Scott's grasp, but it was beyond his desire to go out of his way to do it. He would have been happy if his music had attracted a bigger audience, but he wasn't going to change what he did to make that happen." Indeed, one of

the shorter songs on *Two Steps* seemed to voice his distaste for playing the game: “I’m gonna be the picture of agreeability, get that original thought away from me.”

Scott would maintain that he never really wanted it, that by 1988, he had all the recognition he was aiming for. “I was about 17 when it occurred to me that I don’t want to be a commercial success story,” he told writer Joan Anderman in 2011. “There’s a sort of minority politics attitude that’s built into my being, what was called an ‘alternative artist’ for a long time, because you realize that you’re different, at some point, and I knew that I was not going to be the next huge smash hit. There are R.E.M.s and Nirvanas and people like that, but you can’t bank on that. So I was always aware that I had to build up my capital through popularity to get to a point where I could make artistic decisions. And I would always be coming to a crossroads, where either I would try to build up more capital with something somewhat conventional, or spend the capital and put out something that was going to be difficult for the audience but that I knew was my point of being here.”

Factors were also changing at college radio: Glauber notes that a distributor called Rockpool was now making import albums available to college stations, making them nearly as Brit-centric as the commercial ones. For American music, college radio tended to gravitate to labels with a clear aesthetic, from Chicago’s industrial Wax Trax to Minneapolis’ loud-pop Twin/Tone to Boston’s rough and tumble Ace of Hearts. Enigma was far more diffuse; they’d struck a blow for solid pop with the Smithereens but were getting better known for novelty artists (Mojo Nixon, Dead Milkmen) and were about to hit big with Sunset Strip metal via Poison. Moreover, Game Theory wasn’t aligned with any regional scene or movement, never having fit into the Paisley Underground. Anything categorized as “power pop” (which Game Theory usually was, accurately or not) was always going to be at a commercial disadvantage—pop music was and would remain the red-headed stepchild of alternative music. The year’s only real pop breakthrough was Crowded House, whose leader Neil Finn had an enviable sense of what makes a hit single. Not that a few brilliant maverick songwriters weren’t sneaking onto radio—Brits Julian Cope and another of Glauber’s A&M signings, Robyn Hitchcock,

managed it that year—but the field simply wasn't that open.

The situation at Enigma was another obstacle. As Scott told Charles Featherstone, who interviewed him in 1990 for the San Francisco State University student magazine, Game Theory never had many real supporters there—and in fact were never properly signed to the label. Instead, Scott Vanderbilt signed them to his own Rational label and made a deal with Enigma to distribute the albums; thus Enigma would have less to gain had the band succeeded. "Someone at a label has to fall in love with you, and make your success theirs, and that didn't happen to us," Scott Miller said to Featherstone. On the other hand, the deal meant that the albums got released exactly as Scott delivered them, with nobody insisting he get a more commercial producer, remix singles or make any other such concessions—a degree of freedom that was largely unheard-of for a non-superstar artist, even at a hip indie like Enigma. (It's hard to imagine any label accepting the titling of *Lolita Nation's* Side Three collage, much less releasing it at all.) *Lolita* had been Enigma's first non-compilation double LP, and the only compromise they insisted on was to keep the CD at standard single-disc length, which at that time meant 75 minutes (hence the truncation of "Chardonnay"); discs closer to 80 minutes cost more to produce. The catch-22, of course, was that Enigma wasn't obliged to promote the albums, just to release them.

Vanderbilt was feeling his own share of frustration. "I thought it was a complete travesty that Scott wasn't more successful than he was," he says, and confirms that Enigma itself didn't have much interest in the band. "There were staffers who liked them, but [Enigma owners] William and Wesley Hein had no affinity whatsoever for Game Theory. When it came to *Lolita Nation*, their main concern was getting it all on one CD; the actual content made no difference to them. I got them to fund a video for 'The Real Sheila,' which was a bit of a challenge, but they were never a big priority with the radio promotions department. If there was a vacuum in the release schedule we might get a little more attention." Accordingly, he tried to find a friendlier label for every album, but had no luck. "I have a drawer full of rejection letters. The number one comment I got back was that the guy's voice was unlistenable. Which was infuriating, because so many people in

alternative rock had idiosyncratic voices. People just weren't getting it. And it certainly destroyed any notions I had of the music business being a meritocracy."

Dan Vallor thinks that the problem was that Scott liked synthesizers, while the post-R.E.M. indie-rock world had a pretty strong anti-synth backlash. "I was continually mystified at what a hard sell the band were, and I understood that it was largely the keyboards. By 1983 indie music was well on its way to going in two fairly rigid directions, the rootsy slightly countrified sound or a fairly straight-ahead psychedelic direction that would dominate mid-1980s American college radio and, as the '80s progressed, there came the harder industrial dance sound. I was very much with Scott in thinking that the diminishing influence of the '70s work of bands like Roxy Music and Sparks was disappointing. Scott loved musical surprises, something I think is evident in his body of work."

No surprise that *Two Steps* came across as a commercially designed album, with slicker production, obvious hooks, polished vocals and none of *Lolita*'s abstraction. Also missing were the instrumentals and the collaborations—it was back to a band playing Scott's songs. It would have made sense as a *Big Shot Chronicles* followup, but after *Lolita* it felt like a retreat; Scott acknowledged as much by shrinking the front cover's "G" back down to size. And yes, the Stonehenge on the cover was a Spinal Tap reference, then and now the last word in rock-band self-deprecation. The title has a few possible meanings (including one prompted by the rise of the Moral Majority); I prefer the "dance steps from later in life" variation. But if Mitch had his druthers, the album would have been called anything else. "I wanted to yell at him about the age reference. Of course the first album I did with him had that song ["24"] about his age, and now the 'Middle Ages' about being 28. I wanted to say, 'Knock it off, Junior, you're too smart to be worrying about whether you're 30 or not. Your hair's not even falling out, so shut up."

Scott himself wasn't displeased with the album, nor was he especially pleased with the one before. "These last four on Enigma were just really ranking side by side in quality to me. They all have things that to me could have been done better. There are certain songs that I would have written a little differently and others have

the obvious mixing problems and some have the obvious songwriting shortcomings to me." Shelley, who always preferred the more raucous side of the band, admits to being disappointed with the smoothness of the final mixes (understandably so, as her keyboards were far more prominent in the rough mixes). Gil ranks some of the tracks with Scott's best and praises Donnette's one vocal on "Wyoming" but admits, "There are a few failed commercial moments on there. Okay, maybe the sax on 'Rolling With the Moody Girls' wasn't such a great idea."

Scott Vanderbilt was now insisting on getting commercially serious, not a mindset that sat well with Mitch Easter, who was once again the producer. "He was saying this young conservative stuff to me, and I was a bit horrified. He was always pushing toward the mainstream, using terms that would annoy the shit out of me—first engineer, second engineer and all that. He seemed to think that if we did that, we'd be associated with Bon Jovi." Vanderbilt admits that he was pushing for a breakthrough. "Absolutely. A lot of our contemporaries were having success and I was saying 'Come on, Scott, let's do it with this record.' It had the biggest budget of any of the albums we did, and to my mind it was the best sonically. Not that it was going to change how he worked; it's not like he submitted demos and we green-lighted it based on the material. He was going to write what he was going to write."

Mitch's solution was to bring in Gary Hobish, whom he knew and liked as the studio manager at CD Studios where *Lolita Nation* was recorded. "We all wanted to succeed, but to us the model was R.E.M. I didn't think being asked to do whatever was on the radio was the answer." (And yet Enigma, which was now putting advertorial stickers on all its releases, saddled *Two Steps* with a sticker headlined "West Meets Easter"—as though Mitch's presence was the most promotable thing about the album.)

Hobish became the first outside engineer brought in for tracking on one of Mitch's productions. He was there to capture the raw performances of the band in the studio during the two weeks the basic tracks were laid down. By now, he notes, the band was sharpened by its time on the road and blazing through the tracks; even complex numbers like "Room for One More, Honey" only took

a couple of takes. “Gil was just a time machine, he was right on the mark. I certainly knew when we tracked the record that the songs were less experimental than the ones on *Lolita*. That album was a darling of the college scene but it didn’t take off commercially, so maybe there was the intent to make it more straightforward. But having said that, how straightforward was it really? In comparison with American pop at that time, even the bands that Mitch was associated with, it really was a breed apart.”

Since it was the same lineup with the same producer in the same studio, the album wasn’t a sonic departure from *Lolita*. Most of the trademark psychoacoustic touches (and the sax solo) were added later in the mixing stages. Hobish wasn’t around for those, and says that the album changed quite a bit after the basics were cut. “The mixes I had were very straightforward and naked. But the final production had more effects, it was thicker and more idiosyncratic than what I had—it’s a more psychedelic mix than I was expecting, a more unified sound that reveals itself over time. I’m sure Scott and Mitch had mapped out a route for the record to take; it was clear to me that they spoke the same language.”

If *Two Steps* lacked a grand design, many of the individual tracks were stellar. The album opens with a track that ranks with Scott’s and Game Theory’s very best—and indeed with anything pop music had to offer in 1988. Scott designed “Room for One More, Honey” as a Beach Boys homage, but came out with something more individual (for one thing, Brian Wilson never used male and female voices in tandem, nor did the Beach Boys ever do this kind of double-lead counterpoint). Structurally it harks back to “Here It Is Tomorrow” with the staccato opening—in this case, Gil hitting a single drum as the song fades in, then snapping into the “Shark Pretty” drum lick. Once again Mitch hooks you with the sound of a phased cymbal; it already feels like a jet taking off before Scott sings the first word, “flying.” The two singers answer each other as the mood and the melody ascends; it resolves into a hook with Scott’s and Donnette’s voices curling around each other; the two vocal parts (respectively, “Elegance of line and sense of place” and “And we’ll all get in line, it’s called this old continent”) turn into one shifting phrase, the two voices only reaching unison when they both hit the word “line.” The effect is rather stunning—and as on

"Here It Is Tomorrow," it's enticingly brief: two verses, two choruses and out.

The meaning of the song is considerably darker: the title phrase (which doesn't occur in its entirety within the lyric) is taken from a *Twilight Zone* episode, "22": "Room for one more, honey" is what a woman is told when she steps aboard a plane that's fated to crash (having had premonitions, she flees the plane and lives). Scott acknowledged the reference in a 1988 interview, but said "It doesn't have too much to do with the song, but that's where I got the title." Still, the lyric can be taken as a warning that the glorious future implied in the song is a fatal illusion—but somehow it doesn't sound any less ecstatic once you know that. Says Donnette, "That's what Scott did best, isn't it? To tell you two things that were completely the opposite of each other, that make sense at the same time. He could see all those things in the world, all of it was plainly visible. Must have been a lot to bear."

Yet many of the songs are as straightforward as Scott ever got. "Rolling with the Moody Girls" takes on the one youthful emotion that the *Lolita* songs managed to miss—namely outright horniness. Its counterpart is "Don't Entertain Me Twice"—a nasty bit of adult sexuality in which a one-night stand is courted with none-too-promising lines like "Biology's the only thing at this point that will kill the weeds." A similarly jaded viewpoint turns up in "What the Whole World Wants," which plays like an answer to "Sleeping Through Heaven"—in this case suggesting that just because you know the world's full of riches doesn't mean you can always run out and grab them.

The album had as many sweet moments as sour ones. One of his few waltzes, "Leilani" comforts an insecure young woman lost in her world of Clint Eastwood movies and Donovan tapes (Scott was embarrassed to learn that the Hoodoo Gurus also had a song called "Leilani," and relieved to find that it sounded nothing like his). "In a DeLorean" briefly revisits the giddier moments of the *Big Shot* era, backhandedly celebrating the follies of youth (and of a professional band: "Bring us in under budget, Lord"). Donnette makes the most of her one vocal feature on "Wyoming" (inspired, she says, by a photo of Wyoming scenery on the wall of the house they shared)—

ironically the only time she and Scott sang most of a song as a harmony duet.

“Amelia Have You Lost” is the album’s tearjerker, a breakup song with one of Scott’s more tender vocals: the singer knows he’s about to let Amelia go and offers a sweet melody to draw her closer; it seems he’s about to reach her before the finality of the closing line “Amelia, I can’t give you what I haven’t got.” And that wasn’t even the most direct of the album’s breakup songs: “Wish I Could Stand or Have,” tellingly performed with minimal help from the band (Gil contributes harmonies), is the shortest song on the album, and you suspect that this one cuts off because the truth is just too uncomfortable: The singer knows his love is leaving, and knows he won’t be able to function afterward: “Wish I could really say that I’ve got my own life too…Wish I could stand or have a chance without you.” For once Scott’s writing is emotionally direct without the usual wordplay—well, at least without much of it: “Standing a chance” and “having a chance” of course mean the same thing, so in this case the word has a triple meaning: the singer is potentially unable to stand a chance, stand the truth, or even stand up.

The final two songs seem in retrospect to forecast the end of the band, though none of the band members recall feeling anything overcast during the sessions. “Throwing the Election” is the angry outburst whose resolution, “I got a feeling it’s all rigged,” could apply to the demise of a band or a relationship—or to the prospect of an election year, with those sentiments probably striking a chord in the year of Bush Sr.’s election. “Initiations Week” is the now-obligatory acoustic finale, a flashback to new possibilities that now seem out of reach. It does carry a sense of finality—but then, few of Game Theory’s album-closers don’t.

Meanwhile Scott and Donnette’s relationship died a more-or-less natural death, but one that happened to coincide with the album being done and the band about to go on tour. While this didn’t single-handedly cause the end of the band, all agree that it didn’t help. Donnette allows that it was a painful time for them both, and the circumstances of their breakup aren’t that different from most headstrong couples in their twenties. Donnette suggests that settling down early was a strain for both, though most of Scott’s friends

contend that he was monogamous by nature and not prone to touring temptations. “You have to remember that we were very young when we started living together, and he hadn’t had a lot of other experiences with women. So here I am constantly around, in the band and at home. So he gradually started closing things down on me.” This affected her standing in the band as well: “Now I had to only play the guitar parts I was delegated to play, I didn’t get creative opportunities anymore, and I don’t think he realized he was doing that. He was getting more distant and it was getting hard for me to tolerate. As an only child, he was very good at entertaining himself; I was never that good at it. For our first few years he was interested in going along with the program of me being really demanding; later on he’d had enough of that. I still feel pretty bad about it and should have found a better way of doing it. But what happened was what happened.”

What happened was that she became enamored with the Australian dream-pop band The Church, and in particular with its singer/bassist Steve Kilbey. She got his contact through his record label and started a correspondence, meeting up with him in Los Angeles while The Church were recording their breakthrough album *Starfish*. Kilbey certainly didn’t share any self-confidence problems Scott had. “We’d be walking on the beach and Steve would start quizzing me about his lyrics; he’d sing a line and I’d sing the next line. He was never able to stump me.” Things progressed, and after the *Two Steps* sessions wrapped up, Donnette wound up in New York with Kilbey, recording the first of two duo albums as Hex. “I remember Scott saying, ‘I guess this means it’s the end for us.’ And I said ‘Yeah, I guess so.’ It was quite a tug of war for me for a long time—even though I’d betrayed him, we still talked for a while about getting back together. I didn’t really want to let Scott go, but I thought he wanted me to go. And I might as well do it in a way that brings us some publicity. I wasn’t the only one feeling that there were a lot of things falling apart.

“I hate to be the villain in this; it was really sad for me as well. I realized later that he was such a good guy and we really did get along well—but I also realized I was looking through the idealistic retrospective lens. I know it sounds completely narcissistic, but I still feel tremendously guilty about it.” The breakup never had a

tidy resolution, as bandmates noted that they seemed close to reconciling at different points in the tour. But though they never did, and though they might not see each other for years at a time, Scott and Donnette would never be entirely out of each other's lives.

One immediate consequence of the breakup was that Donnette stopped doing publicity for the band—something that she says was always controversial with her bandmates. So it happened that Game Theory released a sparkling, commercial album without the benefit of a video. "Everybody in the band thought I was a terrible diva, but they didn't realize how much I was juggling. Videos were something Scott and I never agreed on—he thought we couldn't afford it, and I thought we had to have one if we were going to have gigs. Some of our videos happened because I forced them to happen, and that made people get annoyed with me. By *Two Steps* I was done with it."

Nobody outside a broken-up relationship can say who was right and who was wrong—that's hard enough for the two people on the inside—and an outsider has no business taking sides. The band didn't have that problem. "I'd say we all sided with Scott," says Gui. "Who knows what really goes on between two people, but from our perspective it looked like she broke up with him a week before we went on tour. That tour wasn't fun at all. I can say that we were traveling in two vans, and everyone was fighting to get into the equipment van that only held two people. It was a lot more comfortable in there." Robert Toren's memories are a little more frank: "It drove me fucking crazy. We knew it was going to be the hell tour, and it was. There were times when she and Scott still got along okay, but you could also tell he was totally heartbroken."

Nor did it help anyone's morale when Kilbey, by then enjoying a hit single with "Under the Milky Way," made a grand entrance in the audience of a few Game Theory shows. He and Donnette took to traveling separately, with her doing the shows and then leaving, until she missed a show in Williamsburg, Virginia (because, she says, of a major traffic accident that she and Kilbey encountered on the way). The other band members remember that as one of the best nights on the tour. They shuffled the setlist and reassigned the

vocal parts, with Gui and Shelley picking up the slack, and still got four encores. Toren found that night especially bittersweet. “It just seemed very sad that a member of the band was not there. Bands are a family, and you don’t just not show up for a gig. I know that after the show without her got four encores, she was a little more humbled.” Meanwhile, Shelley remained the calming influence offstage as on. “I was still the baby of the band, so I didn’t assert myself that much. But for me it didn’t seem harder than any other tour; they all start out great, and then you start getting on each other’s nerves. The Donnette drama was just par for the course. The worst part for me was that she and Robert also stopped getting along, so here were my husband and my girlfriend being at odds. He’d say things to push her buttons, and I would request that he not do that.”

Claudia Gonson, a musical friend of Scott’s and Stephin Merritt’s partner in the Magnetic Fields, remembers a dark night when the band hit Hoboken and Donnette rejoined the tour. “He was seeing her for the first time that night, at the venue, and she was bringing [Kilbey] along to watch the show. It was all sort of humiliating for him, I think, and he was pretty down. Over dinner, he went on a bit of a mad tear about how he had recently gotten a middling review in *Spin.* I recall he made up a fake review in his mind, where he talked about being this unknown genius, whose career would never come to anything. It was hard to watch.”

This makes it all the more impressive that the tensions managed to not spill out onstage. Even that night’s Hoboken show (at Maxwell’s) found the band in fighting shape and Scott in much brighter spirits, joking onstage (in reference to his choice of a black T-shirt) that the new album was actually called *How You Too Can Be a Chick Magnet Like Game Theory*. By now three-fifths of the band had played more or less continuously together for nearly four years —and by now they were sounding pretty damned intense. And at least in certain cities, they were getting audiences to match: Gui remembers a show at the Metro in Chicago as the best they ever played, and Shelley’s journal recorded a turnout of 1,200. They found an intrepid college audience at Los Cruces in New Mexico, where they played outdoors on a freezing cold day. “It was so cold that as soon as we stopped playing, people ran back to their dorm

rooms. They we started up an encore, and they all came running out again. We usually had a pretty nerdy audience, but after *Lolita Nation* there started to be a little more variety. More girls." Future Loud Family bandmate Rob Poor caught the band in the Bay Area and was especially struck by "One More for St. Michael": "I remember seeing Donnette swinging two galvanized pipes over her head and yelling, 'Tell 'em, Jim!' That made quite an impression on me."

On the other hand, thanks to one of Donnette's less brilliant booking moves, the band found itself playing an honest-to-God pig farm in El Paso, Texas. "Freezing cold, in a barn where the walls did not meet the floor," Gil recalls. "Scott's mic stand was held together by cinder blocks. Maybe ten patrons. We played in full winter wear. No lights outside and we were slowly trying to find our way back to the van and suddenly: pigs!"

Thanks to Robert, a bunch of excerpts from that tour have shown up on YouTube, and they invariably show the band crashing through the songs at full throttle; even Scott's solo encores have added edge. (On "Sleeping Through Heaven" he sounds genuinely pissed-off at those people who still haven't gotten out of bed, and you've seldom heard Simon & Garfunkel's "America" sound as desperate as his version.) Here's the evidence that Game Theory had escaped the power pop pigeonhole and become a rock and roll band: "The Waist and the Knees" is about as violent as a melodic pop song can get, and "Room for One More, Honey" isn't far behind, the vocal counterparts seeming more impressive while the rhythm section is pounding at twice the normal speed. Gil and Gui are positively ferocious, while Shelley remains the gentle presence at stage right. It's worth noting that while Donnette doesn't hog the spotlight, you can't fault someone for being naturally magnetic onstage. Scott stands forward and apart from the band, as if he was the one willing all this chaos into action—if not necessarily sexy, his presence is certainly mesmerizing. (The band's sense of humor endured, however: hitting Boston on that tour they broke out one of the city's sacred texts, the Modern Lovers' "Roadrunner.")

"We were unrelenting at times," Gil recalls, and names the Hoboken show as a peak night despite Scott's mood. "My left ear will always

remember Donnette's feedback. That time at Maxwell's, Yo La Tengo did an acoustic set, then [ex-dB's] Chris Stamey and Peter Holsapple did an acoustic set—just beautiful stuff, then we come on full-bore. Everything was fast, someone was always overdoing it. There was at least one club that cut us off." In the late '80s indie-rock world, there were few higher badges of honor than that.

So you could conclude that Game Theory never did anything wrong in terms of commercial breakthroughs; they just stopped too soon. Who knows what one more album and another year of touring with this lineup might have brought? But the band was simply too exhausted after the *Two Steps* tour to consider that. "We all just scattered like rats" is how Gil puts it, though he'd be the one member of this lineup to return. Donnette continued doing Hex with Kilbey, and Shelley took the opportunity to return to visual art and ultimately to play the more abrasive electronic music that she craved. "My leaving certainly didn't have anything to do with not liking Scott," she says. Gui returned to school and left music altogether, giving his notice to Scott after a show at San Francisco's Paradise Lounge that turned out to be this lineup's last. "We'd done a show in Baltimore that was opened by someone I won't mention, but it was someone who was great in his time, and now here he was opening for us. All I knew was that I didn't want to be that guy." It may be better to burn out than to fade away, but in this case, the end of a great band went by virtually unnoticed.

7

The Come-On

“I think it’s time to do that Midnight Oil, *Diesel and Dust* thing,” Scott told me in a 1989 interview. “I think I’ve got some hooks that could work in the modern world.” At that time, *Diesel and Dust* was an easy shorthand for “commercial breakthrough from an unexpected source.” A critical favorite and a label priority for years, the Australian band found the right formula on its 1987 album, which employed smoother production and sharper hooks; “Beds Are Burning” became the first and only hit single about Aboriginal land rights. Just the thing to give hope to a songwriter after a half-dozen years of near misses.

And the songs Scott was writing were indeed something special, reflecting his desire to get more direct. “Sword Swallower” was a confident rocker, a rare throwback to the bravado of *Blaze of Glory*, pulling Scott’s patented trick of delivering a between-the-eyes chorus, repeating it only once and then cutting the song short (roughly 90 seconds in this case). “Inverness” was a contender for his most touching, heart-on-sleeve ballad, rhyming the title with “I bet you’ve never actually seen a person die of loneliness” and adding “Oh Inverness, all in good time.” (His penchant for wordplay was strong as ever: the title doesn’t refer to the town in northern Scotland but to his own meaning of the word, a state of turning inward. There’s also an Inverness north of San Francisco, an artistic town that Scott may have visited.) Also single-ready was “Idiot Son,” whose exuberant melody couched a lyric about the strained relationship between a gambling mogul and his sensitive child. Since Elvis Costello had recently scored a hit about his own grandmother’s struggles with dementia (“Veronica”), something like “Idiot Son” didn’t seem too big a commercial stretch.

But alternative music (by now an established radio format) was changing, and nobody really knew what it was changing into. A glance at 1990’s top songs evinces a free-for all—for perhaps the last time before the Nirvana storm hit. Jane’s Addiction (“Been Caught Stealing”) and Nine Inch Nails (“Head Like a Hole”) both

suggested where the mainstream was heading. At the same time, old standbys like the B-52's ("Roam") and even Iggy Pop ("Candy," with the B-52's' Kate Pierson) were having some of their biggest commercial success; R.E.M. was halfway through its mid-career hot streak. And Midnight Oil wasn't the only left-field band finding overdue success: Concrete Blonde hit with the irresistible girl-group update "Joey" and Game Theory's one-time Enigma labelmates, Social Distortion, offered spit-and-polished punk on their hit self-titled album. Creative pop writing was alive and well, if slightly on the margins: the Posies had a small breakthrough with "Golden Blunders," the Smithereens were on the third hit ("Yesterday Girl") from their third album, and the Sundays had a moody, melodic album.

Stylistically diverse as these records all were, they had one thing in common—they all presented a slicker, shinier version of college-radio sounds from a few years earlier. Two more radio hits from the era, the Pixies' "Dig for Fire" and the Replacements' "Merry Go Round," both maintained the essence of those bands but added a heavier sheen of production. That was apparently the direction Scott wanted to take Game Theory in.

Only one problem: no band. Without formally breaking up after the *Two Steps* tour, the band had gone its separate ways; Shelley was about to return to visual arts, Donnette and Gui didn't expect to be called back and weren't. And the faithful Gil was having a singularly bad year: working his day job at the indie-record wholesaler City Hall Records, he grabbed a box of hip-hop 12-inch singles by the plastic straps, then turned at exactly the wrong angle, and threw out a lower disc in his back. He'd be unable to work for the next six months, and returning to drums would take years. Still worse, he nearly lost an eye in a random mugging incident a short time later, walking home with his girlfriend near the projects around Fisherman's Wharf. "A kid starts shoving me around, but I put my arm around [his girlfriend], walked on and thought we were clear. Forty-five seconds later, he comes back and hits me in the eye. They never caught him, but it seemed to be a gang initiation. And I still don't know what gang I'm in, damn it." His injury, a lacerated cornea, was serious, but emergency eyeball surgery rescued his sight. "That eye is permanently dilated now, but every

eye doctor was amazed at the job they did. I never would have thought that my eyeball would wind up in all the medical journals."

Even after this double whammy, Gil's presence was requested for the new Game Theory: until he could drum, he'd be the utility man on guitar and keyboards. Two old friends would complete the lineup: Michael Quercio on bass and vocals and Joe Becker on drums, both of whom had seemed destined to join Game Theory sooner or later. To rehearse with Quercio, the band found an unappetizing space in East L.A., a former slaughterhouse that still smelled very much like one. Spirits were nonetheless high when the band made its debut in the fall of 1989, and Gil for one was overjoyed. "I just envisioned this as a twee pop supergroup—the Blind Faith of twee—and I got to be on the front line. Michael was living near Compton with his mom, and we would have these weekend-long rehearsals. And when we went Northwest it was the most stress-free, mutually fun tour any of us had ever been on. I had never seen Scott looser, and I really thought we were going to be huge."

With the right album out, it could have happened. But the window of opportunity was sliding shut and while a knockout disc might have found the audience, re-launching the band from scratch was a trickier proposition. In a 1989 interview, Scott was forthright with writer Chris Wong: "It's tough not to have this feeling of borderline discouragement. You've got to have this theoretical notion of how you're doing rather than saying, 'Oh well, this didn't make the *Billboard* charts so it's a really crummy record.' It's just a matter of not losing faith in yourself because you're not doing great monetarily." Here again he expressed enthusiasm for the latest songs, even citing the breakup with Donnette as a source of inspiration. Once again he qualified that with self-doubt: "I have these two worries about my songwriting. One is that people don't know what I'm saying, that the words I use are a little too vague and ambiguous. Another is that people think it's too heavy, that the songs are depressing…I think if I have one gift in the world, it's to be able to write a tune that has a hook. I can really write a catchy melody and I can't, hard as I try, come up with the world's hottest dance track."

During late January and early February 1990, the new lineup did a brief Northwest tour that brought them to Seattle, Portland and Vancouver. While the shows didn't seem momentous at the time, they'd ultimately prove influential: future New Pornographers leader Carl Newman was one of roughly two dozen people at the Vancouver show, where he saw one of Game Theory's most unusual set lists (with the Three O'Clock's "Day in Erotica," the Monkees' "Door Into Summer," the Beatles' "Rain," and only three released Game Theory songs). Dan Vallor says that songwriter Elliott Smith was present at the Portland show.

Still, the new lineup's burst of enthusiasm didn't last long. The audience had shrunk, and the year off the road hadn't helped. Gil was the first to lose heart. "I thought we'd be huge and we didn't get to be, plus the novelty of being a mediocre guitarist and keyboardist had worn off. The pushing point came when I was in North Carolina visiting my family. I just called Scott and said I was leaving. That really put him on the spot, and I shouldn't have done it that way. But it really seemed like our kind of music just disappeared from the face of college radio."

The new lineup did, however, produce one gem: "A Child's Christmas Saving the Whales," a mini-play given on cassette for Christmas 1989 to the band's fan club (all of whom, one assumes, would get the Dylan Thomas joke of the title). Scripted by Scott and voiced by the band (with Emily Hobson, who ran the True Gamesters fan club, playing the female role), it tells the story of Denis (pronounced "Denise"), a pampered and embarrassingly-named Marin County lad who, in a Christmas miracle, learns to get over his hatred of do-gooder rock star Stick—the latter voiced by Scott, who sings "Unhand That Whale, Sir" in faux-Jamaican, early-Police style. One of the few outright yuks in the Game Theory catalogue, it shows the temper of the times: while the alternative rock world was splintering, the urge to make fun of Sting was still pretty much universal.

The band made a short-lived attempt to carry on as a trio. Playing the Sunset hotspot Club Lingerie on November 1, 1990, Scott apologized for Gil's absence and joked that his spot would soon be taken by Professor Griff. (This Public Enemy joke had apparently

been around for awhile: Charles Featherstone interviewed the new band while Gil was still present, and heard them talk about getting a Minister of Information.) Quercio allowed himself a joke that probably wouldn't have flown in the co-ed lineups: "This one's about all the women in Scott's life," he announced before "Sword Swallower." After "The Real Sheila," Scott congratulates himself for pulling off all three of the song's guitar parts. The set managed to touch on most of the band's albums, digging up rarities like the *The Big Shot Chronicles'* "Never Mind," and a handful of new songs (including the rare Miller/Quercio collaboration, "The Come On")—plus the obligatory glitter-era cover, Eno's "Needle in the Camel's Eye." After a tight 45 minutes Scott announced "a song with an ever-widening margin of error," and wrapped up with "24"—the last song to be played in a Game Theory show.

True to form, this lineup scattered without a formal breakup. Scott spent a few months playing solo shows—mostly at San Francisco bars and coffeehouses, with local band The Aquarium (and sometimes just its frontwoman Catherine Lynch) as the frequent opening act. And he was already thinking about the next band he might form, deciding early on to give it a different name. For at least a short time, Penny Dreadful was the leading contender.

Scott alluded a few times to a spell of depression around the time between bands. He wrote on Ask Scott, "Right after *Two Steps* I had a hot writing streak, so about 2/3 of (the next album) could have come out in '89, but it wouldn't have been too good. That was a low-confidence period of my life, and sometimes that causes you to blow a project in subtle ways. There were a lot of hideous lyrics that the following years allowed me to identify and fix up." At least one fan saw how discouraged he'd gotten: a few months after his upbeat interview with the late Game Theory lineup, Charles Featherstone ran into Scott on the commuter train toward the end of 1990. "I asked how things were going. He said 'they weren't' and that he wasn't doing music anymore. He then moved into another train car."

At least he wasn't facing it alone. The new woman in Scott's life was a devout fan who'd become a friend, then a romantic partner and muse. Shalini Chatterjee was eight years Scott's junior, young

and precocious enough to fall under Game Theory's spell at age 13. "I had the advantage of a weirdo older sister, so she could sneak out a lot and I'd be in the back seat. I heard Game Theory and I thought, my God, every song is good. How does someone do this?" Two years later she already had a formal connection with the band—getting her first job at Barney's, a Davis record store, where her boss was Dave Gill. She was also taking up journalism in high school, and one of the first stories she proposed was a profile of her favorite band.

"By then my friends were all laughing at me, because whenever I talked to anybody I'd bring up Game Theory. I was just an obsessed fan, and they just seemed so important—why didn't more people know about this band from Sacramento? By the time I was 15 I could drive to work, so I was able to go to shows." She made a couple attempts to reach Scott for an interview, at first reaching Fred Juhos—then on his way out of the band—who gave her a flat no when she tried to get herself invited to the studio. Finally she contacted Scott by phone, and engaged him for an hour about songwriting. "My first reaction was how surprised I was that his speaking voice was so deep, compared to his singing voice. And I remember a few of the first things he told me—that his songwriting came in spurts, and that a lot of his guitar playing came from sitting there screwing around."

Thanks to the age difference they weren't about to become romantic yet, but there were hints of a deeper friendship developing. "When we met in person Scott wrote this rather long autograph to me, saying 'When I wrote these songs I wasn't really an adult but I was thinking like one.' That meant the world to me and really caught my attention as something I could identify with. He would always be nice to me because I was so into the music, and we started corresponding, just writing polite letters to each other. It was an odd friendship, to me it was an intellectual music friendship." And she kept on coming to shows; she recalls that in January 1988 Scott signed a flyer for her. "What he signed was, 'Have you lost your patience? That will mean something someday, I promise.'" Turned out Scott was quoting from the not-yet recorded "Amelia Have You Lost," which he'd originally written with Shalini's name—and since she was now out of her teens, it's possible Scott was at least

considering a relationship. “I didn’t think Scott’s songs were ever that specific, I just thought he needed a three-syllable name. And since he was still with Donnette, I wouldn’t have been interested. To me they seemed like an older, not very comfortable couple.”

By the start of 1990, when the Donnette lineup had splintered and she seemed to be out of his life, Scott and Shalini were moving closer to a relationship. By now he was making her cassettes, with romantic choices of cover tunes. “He’d make some very personal tapes just for me. One of them opened with a really pretty version of the Beatles’ ‘All My Loving.’” Shalini was now starting her own band, Vinyl Devotion—whose music harked back to the mid-‘60s, as did Shalini’s hip, pixieish look. And to Scott’s eternal gratitude, she didn’t want to be in Game Theory. “He was relieved that I wasn’t begging him to join. After the experience with Donnette he didn’t want his girlfriend in the band.” But Shalini remained an advocate for Scott’s music, helping him pick up the pieces. “I thought it was terrible how [the *Two Steps* band] just split at the end of that tour. I remember his mom saying it was tragic. And I was amazed that he could come up with those new songs, after the trainwreck of that band.” She’d be at his side when Scott got things back on track.

8

Later and Later

With his next album, the Loud Family's *Plants and Birds and Rocks and Things*, Scott would put everything together—all the great melodies he could muster, all the cerebral cross-references, all the severe mood swings. It was perhaps less audacious than *Lolita Nation*, a little more out of its time—but as a collection of songs, perfectly produced and played by an ace band, it's arguably his finest. His new relationship was a presence on the album: that was Shalini shouting on the cover, and singing at a few points on the tracks. And his other life in the computer world wouldn't just provide some of the inspiration, it would provide much of the band.

While most of his fans hadn't understood the LISP language on *Lolita Nation*, Scott certainly had: beginning in 1986 he was a fully-employed computer programmer at the Oakland software company Lucid. The connection actually came via Donnette, who was playing in a side band with guitarist and Lucid employee Zachary Smith. And once again, her flair for persuasion came through. "She'd come to rehearsals and she'd say, 'My boyfriend has a crummy job, but he can do this—why don't you get him a job?" Smith recalls. "I was expecting him to be really problematic, but I thought he was a fantastic guy. He came in for an interview and was successful."

On the surface, the new job didn't change anything: Game Theory didn't get any less prolific, and Scott impressed the company enough to get time off for touring. Lucid was one of those progressive companies that valued it when employees did creative work on the side. "Scott came in as a journeyman programmer," recalls his workmate Rob Dunbar Poor. "He was far from being a senior programmer type but he was smart and capable, and like the rest of us he fit into the job really well." Scott was working on compilers for a new language called CommonLISP. According to Poor, "This was going to be the new language that would save the software industry from increasing complexities. It didn't, but we had a good run." If he'd wanted to start shutting down the band, now would have been the time: at the least, he probably wouldn't

have had to worry about needing to support himself entirely on music. “I never got any sense that he was backing down on his ambition to do music,” Poor says. “I think he always had a very clean partition in his brain: I do this job to make enough money to do what I really intend to do. And it wasn’t the kind of company that demanded absolute fealty to the corporation.”

Scott’s work style was similar to his style with his bands, quiet and methodical. “I’d say he was pretty shy, someone who kept to himself. Everyone there recognized him as a friendly and nice guy, but nobody would call him outgoing. There were some very high-octane programmers at Lucid, the kind of people whose names you could mention and they would bring awe. I wouldn’t say there was any class system but there were some who were there to do background utility programming. Scott fit into that really well. And there weren’t many people there who knew we had a minor celebrity in our midst.”

Scott would double as a programmer and a songwriter for the rest of his career, but he saw less mystery in this than many of his fans did. As he explained online, “Writing a song and writing a computer program are the same kind of general activity…. They’re both acts of programming. According to my dictionary, ‘program’ comes from the Greek *pro* (before) + *graphein* (to write), used to mean a public posting of a schedule of events. In both a song and a program, the end product is scheduled events, sound or computer events, intended to have a certain effect when you fire them off. Both involve the pleasure of creating some little thing to delight ourselves and others, maybe to get praise for it if we did a good job. But an ‘artistic endeavor’ is a cultural endeavor, and a computer program isn’t, it’s a technical endeavor. The success of song creation involves other people inherently, whereas the success of program creation involves a functional goal from which human opinion has been subtracted out.”

Though Scott was the closest thing to a rock star at Lucid, he wasn’t the only musician there. Poor was a bass player who was working on music programming software. One of the early employees, Paul Wieneke, was a keyboardist who held a music Ph.D. And Zachary Smith, a longtime friend of Rob’s, was a hot lead guitarist who

considered himself a musician first and a programmer second. All three were part of This Very Window, a band that Scott did some work with in the studio (producing their 1988 EP, *For Beginners Only*) and which had opened for Game Theory. And two of them began turning up on his records, with Zachary making his debut on *Lolita Nation*. "I helped a little bit, mostly with weird guitar sounds. He took some of my snippets and played around with them with cutting tape, so they're mostly inaudible or in the background." Rob also became a friend, putting Scott and Donnette up at his two-bedroom off Guerrero Street when they were house-hunting. At the house Rob had a "horrible little eight-track deck" where they worked on demos for *Two Steps for the Middle Ages*, with some of Rob's guitar and bass parts ending up on the album.

So it was pretty much inevitable that when Game Theory needed a new lineup in 1991, Scott would turn to good players who were friends and co-workers. Rob fondly recalls a Chinese dinner where he casually mentioned that he was available if Scott ever needed a bass player; Scott's response was of the "Well, now that you mention it…" variety. Zachary Smith and Paul Wieneke were drafted in as well. And the band they joined was still Game Theory, which was now down to only Scott and Joe Becker. Scott presented the idea of a name change after the first couple of rehearsals—but though the Loud Family was always promoted as a new band rather than Game Theory with a different name, it did start out as the latter. While Scott often mentioned in interviews that he knew the three new bandmates from This Very Window, he hardly ever mentioned the Lucid connection—one case where he preferred to keep his work and musical lives separate.

The new band name was another pop culture reference, one dear to some rock fans of Scott's generation: the 1971-73 PBS show *An American Family* was television's first full-fledged reality show and perhaps the last truly honest one, in which TV cameras eavesdropped on Santa Barbara's Loud family and wound up documenting the disintegration of parents Bill and Pat Loud's marriage. In the course of the show, their son Lance Loud came out as gay; Lance was also a rock fan with hip tastes for the time—the Mott the Hoople and Sparks that blasted from his room being one of the only times those bands could be heard on American TV. Lance

became a rock figure in his own right, fronting the Mumps during Los Angeles' punk heyday and later becoming a rock critic—and he gave Scott his personal OK to use the band name. As Zachary recalls, Lance had already heard of the band via the demo. When their first album came out, he played it for his family and took down their reactions for a review that remains sadly unpublished. (Scott also heard this story and expressed doubt online that it was true, but did note that Lance got himself guest-listed at a couple Loud Family gigs and failed to turn up.)

Explaining the name, Scott said he liked both the obvious reference to a band as a "loud family" and the less obvious reality-show meaning: "Going through life is a lot like having cameras on you and you have to perform, but there's no script; you just have to do the normal kind of bumbling thing." (The band would riff on this reference in the name of a promo cassette, *Never Mind the Camera Crew, Here's the Loud Family*). Scott was, however, unaware at first that the Loud Family—yes, a family that shouted a lot—was also the subject of a recurring *Saturday Night Live* sketch. "It's like naming your band the Coneheads," he lamented at the time. The new members took well to the name, even if they didn't all get the *American Family* reference (Rob admits that he didn't). Shalini cast a dissenting vote ("I felt his generation could get the reference better than I could")—as did Dan Vallor, who knew the reference but thought the joke too obvious and still preferred Penny Dreadful. But the Loud Family won out and in a final irony, the band's eventual label, Alias Records, shared its Burbank office with Bunim-Murray Productions—the company that produced MTV's *The Real World*, at that time the best-known reality TV show, a conceptual descendant from the original Louds. That, sadly, was about as close to MTV as the new Loud Family would get.

Scott's instincts in renaming the band were correct: despite a lot of carried-over material, this band was not Game Theory; it was a streamlined '90s band that lacked any of the old group's wispy tendencies. Zachary was a more technically gifted guitar player than Scott or Donnette had ever been; Paul and Rob were both adept in music programming (their demo used programmed drums, though Joe Becker always played live onstage and on disc). And of course the five-guy lineup made for a different impression,

especially with Zachary's shaven head and tattoos. "I remember thinking, 'whoa—this is a rock thing!'" recalls Alison Faith Levy, a committed Game Theory fan who saw the early Louds in San Francisco. "Game Theory always felt very cerebral and had lots of sweet-sounding things going on. This was driving and loud and intense by comparison." Gil Ray, who wound up adding percussion to the next album, noticed a difference as well. "The dynamic was so different from Game Theory. All the digital technology was just hitting the world, and Scott had surrounded himself with a bunch of digital geeks. They were like mad scientists with their loops and sound samples. Lots of cool toys lying around and I didn't even know what half of them were."

"We were a band of nerds," Zachary says, and admits that his guitar style was outside Scott's comfort zone. "In all honesty I was kind of a wanker, and sometimes he'd say, 'No more of that guitar wanking, please.' But overall, we got along well; he was really patient for someone who was an auteur. I think that having me around took some of the pressure off him and gave it an interesting twist. We came up with a real variety of guitar parts."

Despite some promising showcase gigs, including a well-attended one at San Francisco's DNA Lounge, the new band proved a tougher sell than they'd hoped. Around this time a possible management deal fell through. "Industrial Management was a big deal at the time, managing the Mermen and some other San Francisco bands," Zachary recalls. "We sent a demo of 'Jimmy Still Comes Around,' and they really liked that because it was so big and intense. It turned out that Industrial's arch-rival was a guy who managed [pop/metal band] Mr. Big, so they wanted a band as loud as that. When he came to see us he thought we looked too nerdy and feeble, so he lost interest." At least two labels, Geffen and Relativity, sniffed around the band but never followed through; Shalini got to take the phone call from the Geffen rep who passed. This apparently was Scott's second near-miss with Geffen: in a 1987 chat for the Claremont Colleges station KSPC, Scott told interviewer Charles Featherstone that someone at Geffen had gotten hold of *Big Shot Chronicles* and wanted to sign the band. He wasn't sure who the benefactor was, but had heard the tape went up the company food chain until owner David Geffen himself shot it down.

According to Featherstone, “Apparently Game Theory reminded Geffen of ‘other bands they’d lost too much money on’—the example Scott used was Lone Justice.”

That led the Loud Family to the Alias label, where this writer was one of a few in-house fans. At this point Alias was a label on the rise: founded in 1988 by Delight Hanover, Alias was quirky and selective enough to live up to its chosen slogan, “None Of Our Bands Suck.” Its first batch of signings—punk-folk band X-Tal, punk satirists Too Much Joy, acoustic songwriter Milo Binder and brainy garage rockers Hypnolovewheel—had little in common other than songwriting chops and someone at the label liking them. “It made it pretty difficult for the label that we didn’t have a genre,” Hanover says. “I had a pretty broad spectrum of taste and just wanted to find bands I loved.” Soon to come aboard were two relatively big names: American Music Club—fronted by another brilliant and idiosyncratic songwriter, Mark Eitzel—and Yo La Tengo, one of the U.S. underground’s most-admired bands then and now. It was a boost for the label when both jumped to majors after one release on Alias, and the Loud Family would be the next higher-profile signing. “Someone like Scott seemed to fit right in, being a quirky guy and a lyrical genius.”

Music was still changing, and there was reason to be hopeful. The usual narrative is that Nirvana—a band that Geffen had signed but initially put little effort into promoting—released *Nevermind* in September 1991 and changed everything. The truth of course is blurrier—someone at Geffen certainly knew that the album was worth a substantial recording budget, and Nirvana was already buzzworthy enough to tour with Sonic Youth in 1990. But it’s safe to say that nobody expected *Nevermind* to bump Michael Jackson’s *Dangerous* out of the #1 spot, and Nirvana’s massive groundswell success caused major labels to scramble for more of the same—whatever that was. Ultimately they found a formula that worked, with bands who shared a surface similarity to Nirvana’s sound—Bush, Creed, Stone Temple Pilots—but without Kurt Cobain’s emotional depth. But meanwhile, things were getting interesting. At times it looked like the majors were going out of their way to sign the least obviously commercial bands they could: Austin, Texas’s acid-crazed Butthole Surfers were now on Capitol, produced by a

member of Led Zeppelin no less. Also moving up were Cleveland's Pere Ubu, newly signed to Polygram after a decade-plus of remarkably innovative flops.

Indie labels were getting a new round of attention—this was the era when a gullible *New York Times* stringer called Nirvana's former label Sub Pop to get briefed on "grunge lingo" by a staffer who made the whole thing up. Commercial radio came up with its alternative rock format, offering a less imaginative version of what college radio had been doing for years. The good news was that lots of great music was being released; the bad news was that most of it still wasn't on commercial stations.

How an artist like Scott Miller fit into this equation was anybody's guess. An impressive number of his fellow '80s cult heroes were then carving out long-term careers, doing something just a touch more streamlined than before: Bob Mould (ex-Hüsker Dü) with Sugar, Tanya Donelly (ex-Throwing Muses) with Belly, David Lowery (ex-Camper Van Beethoven) with Cracker, Paul Westerberg (ex-Replacements) with an all-pro solo band, R.E.M. with, well, R.E.M. All were having their greatest commercial success in the early '90s. The Loud Family were on the same track, putting Game Theory idiosyncrasies into a shinier and more accessible package.

The main obstacles were the same ones Game Theory faced in the '80s: Scott still loved his synthesizers and his '70s glam and prog references, now less in fashion than ever. And as a band doing emotive and finely-crafted pop songs, they just weren't sexy enough for the mainstream. "Power pop"—always a nebulous term, but loosely referring to anything halfway Beatlesque—saw few commercial breakthroughs in this era. The most notable one was Matthew Sweet, whose *Girlfriend* album touched a nerve—though that was arguably as much due to its jagged guitar sound (by underground heroes Robert Quine and Richard Lloyd) as to Sweet's terrific songs. More typical was the limited success of new bands like Jellyfish—whose cartoonish outfits got them booed off the stage the one time I saw them—and one of Scott's favorites, the Posies. Pop songwriting was destined to remain under the radar. Not for nothing did Tommy Keene—then and now one of the best in that genre—release a rarities album on Alias and call it *The Real*

Underground.

The Loud Family's debut was going to be Scott's big chance, with the three years' worth of songs he had stockpiled, and everyone involved was determined not to blow it. The producer once again was Mitch Easter, and this time he wasn't out to encourage Scott to experiment with a *Lolita*-type album. "I was pleased that we got more of a mainstream sound with that album; I wanted him to have a hit too. I was sick of vicariously getting my feelings hurt as the world failed to recognize him—because to me it was like working on a Beatles record. Here's a great album with some really good information, and it's super catchy. By now I was down and disappointed over what a blockhead everyone was for not recognizing Scott. I was starting to think he should go with [commercial producer] Mutt Lange next time, so he can have a fucking hit."

Zachary recalls a dream Scott related that underlines his feelings at the time. "He told me about this while we were hanging out before making the record. He dreamed he went to see a band with these two farmboy brothers playing rockabilly music, and they were called Later & Later. That, I think, was the way he was feeling, and you can hear that in some of the songs we did, like 'The Second Grade Applauds.' There was this sense of, 'What do I have to do to break the glass ceiling of indie rock?'"

One perk of signing to Alias was that it had an associated studio. Royaltone, which Hanover designed with help from producer Joe Chiccarelli, would eventually attract big names like Van Halen and Christina Aguilera. The Loud Family got there first, and there was no better spot for a band of gearheads. "I remember an absolutely fabulous Studer tape deck," Rob recalls. "The right microphones, the right mixer, the right room. We did the drums with no artificial reverb. When Mitch set up the mics on Joe Becker's drum set, it was like listening to God."

The band was looking for a warm and inviting sound, and here they got it: Mitch let the band strut its chops while giving them the going-for-it sound of a garage band. The songs underlined all of Scott's accessible tendencies: the emotive ballads, the observational humor, the killer hooks. And "miserable whine" be damned; by now

Scott's vocals had nuance and range, and enough muscle to cut through the heaviness of a track like "Rosy Overdrive," a piledriver that often opened the live sets. Ironically this began as an acoustic track with a different title ("Rosy Sharing Time") and a different set of lyrics, originally stuck on one of the Game Theory Christmas cassettes.

The band went to work on the songs carried over from Game Theory's last lineup, the ones with those modern-world hooks that the last lineup had introduced onstage. A couple of those tunes, "Idiot Son" and "Jimmy Still Comes Around," made the demo tapes that got sent to labels. But there were new ones, too: "Last Honest Face" was an arena-ready love ballad whose chorus ("I used to think of you as sun that would come shining through/You have this town's last honest face") honors the time-honored rock and roll image of a town without pity. Fittingly, Paul Wieneke originally adorned the chorus with a synthesizer sound that smacked of the Cars' Greg Hawkes; the final version substituted an electric piano sound that made the homage less obvious.

So the hit-type songs were all in place, but Scott wasn't done. Working largely on his own, he added the album's last crucial element: another set of interstitial songs and collages that took the album back to *Lolita Nation* territory (in fact, samples of *Lolita* were mixed in: the album opens with the very same tape snippet that opened the earlier album, and the "no one twisting his arm" sound bite was back). In Scott's eyes it was a necessary move, one that gave the album its conceptual framework and set the scene for each song. "I think Scott decided that he would really let loose on this album, and those pieces were part of it," Zachary says. The added pieces surprised some at Alias, and they definitely surprised Mitch. "Scott and the computer guys put all that together, all that collage-y montage stuff. And my first reaction was, 'Uh.…' Like, I can take or leave that kind of thing, but I knew there was a kind of listener that fucking hated it." It wasn't the first time that Scott bucked conventional wisdom to make an album the way he wanted it, with no one twisting his arm.

It's hard to resist hearing the completed album as Scott's stab at a musical autobiography, one where the personal references were

more obvious than usual. Not every song fits that framework—Scott's father never ran a casino, so "Idiot Son" is purely fiction—but the album seemed to reflect his life since Game Theory, beginning with the singer in isolation and ending with a marriage proposal addressed specifically to Shalini. Early on come some observational songs delivered with youthful wit; there's an emotional bottoming-out at midpoint and some romantic soul-baring before the finale.

The disc opens with Scott alone, taking stock of a failed relationship, gearing himself to take the world on. At the song's end he dreams up his idealized persona, one that embodies lyrics drawn from favorite records: "He got to be good looking, he got the crystal blue persuasion…" Those lines (from the Beatles and Tommy James and the Shondells) are followed by equally recognizable quotes from Alex Chilton, Television, the Pixies…and T.S. Eliot (himself quoting Charles Dickens) who gives the song its final line and title, "He Do the Police in Different Voices." Eliot's line originally referred to a character who flouted authority, certainly one fitting a rocker persona. But given Scott's love of cross-references, you also have to remember that he'd recently parodied Sting on that Christmas tape, thus doing the Police in different voices.

This segues into "Sword Swallower," a fleshed-out version of the leftover Game Theory song. Again, it's about taking on the world, and this time the music—forceful and catchy as hell—is full of charge. In an interview at the time, Scott likened the song to the mood of walking into a singles bar—then quickly added that he'd never had the experience himself. The effect that links the two songs—the first chord of "Sword Swallower" gradually poking through the mix of the previous song—was a program that Rob Poor devised. "I wanted it to be like a Venetian blind, where first you see the little slit and then you're looking through the window." The segue also incorporates radio interference, random chatter recorded off the airwaves—but Alias was nervous about getting sued, so the band members duly recreated all the sound bites themselves. In another bit of shameless music geekery, keyboardist and Lucid friend Don Tillman joined the band in the studio and brought a Mellotron, that analog keyboard beloved by early prog-rockers. They used it on "Even You," and during the session they

altered a studio “Lockout in Progress” sign to read “Progout in Progress.” They also made a point of using the very same Mellotron flute sound that the Beatles had used on “Strawberry Fields Forever.”

Even with the interludes, the album’s first half could hardly get more accessible. “Some Grand Vision of Motives and Irony” is an achingly direct ballad, questioning what a great intellect is worth when you’re not loved—a question the singer likely grappled with more than once. “Take Me Down (Too Halloo)” smacks of late-‘60s San Francisco and the seductive aura of love and drugs (the chorus is “take me down to haluuuu-cination town”). And of all Scott’s inexplicably failed singles, “Jimmy Still Comes Around” may be the least explicable. The lyric is straightforward as Scott gets, looking at changing social norms via its wry tale of hippie parents and a son who’s not sure how to rebel. The guitar intro grabs from the start, the melody undulates like mad, and the lyric (“Jimmy’s on drugs again/Hated us yesterday, now he’s our biggest fan”) is full of the sharp humor that usually guaranteed a spot on the radio.

Sitting in the middle of this was “Slit My Wrists” which was…well, it was a nice acoustic number with a good hook. And a song that most of the band liked and enjoyed recording. And, perhaps, the least ambiguous suicide song since Billie Holiday’s “Gloomy Sunday”: the singer addresses the ways he might get out of his depression, dismisses them all, and concludes “What I need is to slit my wrists and be gone.” Fans have been understandably disturbed by this song since Scott’s death, but it’s worth remembering that nobody heard it as a cry for help at the time. It’s not shocking in the context of the album, which includes plenty of joyful moments; the despair on “Slit My Wrists” is simply part of the personality profile—a part of himself that the singer confronts and then moves on. “I think of it as valuable to put across the truth of feelings of depression as I see that truth,” he wrote in 2002. “When I’ve been depressed, it’s helped me to know I’m not all alone in that feeling, and that is why I wrote it; part of the song tries to empathize with the alienation of feeling like the world is one big, triumphant party except for oneself.”

“I thought it was a great song, and it may have been serious as hell

for him," says Mitch, who took it to be about the breakup with Donnette. "I don't think anybody got wigged out when we recorded it; in fact I have one fond memory of that session. Scott had the idea of using the sound of a stuck record groove, one of the guys was going to create it on the computer. In the end we combined the computer sound with a real stuck record, but it's there in the background—Scott's original idea was to have it right upfront, with the stuck record in one channel and the entire mix of the song in the other. And I said, 'Scott, no. People really are going to slit their wrists when they hear that.'" Nor did the band assume he was making any drastic revelations. Says Rob Poor, "I remember thinking he had a good handle on teen angst." Joe Becker was less impressed: he found the song "a bit whiny and kind of juvenile," and assumed it was only being recorded as a B-side.

But nobody in the band asked Scott about that or any other lyric: as with previous bands, it was understood that you just didn't go there. "He never explained lyrics, and it seems funny that nobody ever asked," Zachary says. "They were what they were, and they were his. I think everyone got the sense that it was forbidden territory to ask about." Still, nobody sensed any great angst in Scott at this point; his personal life was on an upswing and the band was well into its honeymoon phase. "I hadn't been in many rock bands, but we weren't one of those dysfunctional ones," Rob says. "To give one anecdote, Joe's birthday happened during our first tour, so we all chipped in and bought one of those Shure Green Bullet microphones and a stand that's exactly the right thing to mic a kick drum with, and gave it to him for his birthday. He was really touched by that. It's a small example, but it shows that we really did enjoy each other's company."

Zachary's song "Isaac's Law" fits the middle of the album's downcast mood, being about the pull of gravity, but its hook and harmonies lift the album out of its depressive swing. Of all the songs written by another member of his bands, this has to be the one that sounds the most like a Scott Miller song. To Zach's own embarrassment, Alias passed over all 18 songs of Scott's on the album and chose "Isaac's Law" as the first emphasis track, though that was confined mainly to a cover sticker touting the song. "I think the harmony part that Scott added really made the song his

own," he says.

Preceded by another intriguing sound collage—"Ballad of How You Can All Shut Up," on which garbled versions of old Game Theory lyrics are turned into a fractured language-instruction tape—"Give-In World" remains the only truly upbeat song that ever closed one of Scott's albums. It's also the least ambiguous, offering a life together to a woman whose name is turned into rock'n'roll-type chorus syllables: "Sha-lay-nee, sha-lay-na." As a marriage song it's confident and a little defiant: do you want the life that's been laid out for you, or do you want to stand strong with me? The mood's not even broken by a final sound snippet that Scott snuck onto the album—a brief bit of studio chatter that says "Sorry, don't know why I did that"—but for once Scott's humor sounds more friendly than self-deprecating.

If you count the song, Scott actually proposed to Shalini three times, and it took nearly two years before she accepted. The first was in 1990, after they'd gone out to dinner in Sacramento. "We were sitting in the parking lot and he said, 'How do you feel about me being your boyfriend?' I nodded, he got out a big diamond ring and said, 'How about your fiancé?' But I didn't want to take it yet. I said we should maybe put the ring in storage, so it sat in the bank for about two years."

The sticking point was Donnette. She and Scott were back in touch, though not reconciled as a couple (or as bandmates). But they were communicating again, and the presence of Scott's ex in his life, and her spiritual presence on the album, rubbed his new love the wrong way—particularly since Donnette's relationship with Kilbey had ended by now. "It was a bit of a soap opera. That line in 'Last Honest Face' about 'angels at crossed wills'—that was their relationship, there was something S&M about it. She was calling all the time, maybe 15 times a day—and here I was, only 20 and I'd moved in with him, and there was this other person. At one point he was storing this old, ugly wooden table of hers in his house—what was that doing there? I didn't feel threatened that they would get back together, just annoyed."

She was equally nervous about the number of songs referencing his and Donnette's relationship on the album. "I heard it and I could

tell she was still there. At the end of the album is the new hope, extending his hand to me. But some of those songs were written back in '89 and it's all like a watercolor, with everything swirling around together. So he wanted me so much, but there were all these songs looking back wistfully at that relationship. What was I, chopped liver?"

Things got smoother when Scott and Shalini moved in together at 235 Linden Avenue in San Bruno, in large part because Scott didn't give his new phone number to Donnette. In 1993 they were married in Sacramento, with the rest of the Loud Family as Scott's groomsmen. "It was a traditional church wedding, even though neither of us were churchgoers. I remember us looking at each other at the end of the ceremony and saying, 'That was so not fun.'" Scott went record-shopping with Joe Becker on the morning of the wedding, bringing back a Cheap Trick album that played into the ceremony. "We had a cheesy DJ that let you request songs, and we made sure that Cheap Trick's 'Surrender' was played."

Shalini herself was emerging as a notable pop songwriter with her band Vinyl Devotion, whose EP *If They Know You're Trying* was produced—in a charming low-fi style that sounded nothing like his own album—by Scott. And the first year of their marriage was a creative time for both. "I think we were kind of peaceful and happy and hopeful. We both had jobs and the house and our bands. We both wanted to have our music and our live shows—Scott was nice and encouraging, he was grateful that I wasn't in his band, but he did all he could to help out. Looking back it feels like a period of prosperity. It felt like we finally had our own scene without other people popping in. I remember thinking, 'I wouldn't trade this for anything.'" Sue Trowbridge, a friend who'd later play a part in Scott's career, stayed briefly with the couple at the San Bruno house. "It was a super cute, tiny house," she recalls. "Anything nice about it was probably due to Shalini because Scott was very much a slob. But it was a small and adorable place. And knowing Bay Area realty now, it would probably go for $900,000."

The house had a four-track studio that the two shared, but Scott did a lot of his writing in transit. Recalls Shalini, "at home he would sit with an acoustic guitar and go into a trance; he didn't need to be

alone as much as you might think. And he wrote a lot of the lyrics on the train to and from work. He always had a backpack, carrying his notebook with him." Released in May 1993, *Plants and Birds* didn't make Scott or anybody else rich, but it sold respectably—between 15-20,000 copies, one of Alias' better sellers at the time. And the usual critical raves were more enthused and higher-profile than usual. *Rolling Stone* covered it twice, with a review by J.D. Considine (who praised it as "insinuatingly tuneful" while admitting bafflement with some of the lyrics) and a new-faces piece by Ira Robbins; *Stereo Review* pronounced it the best pop album of the month. Perhaps the most enthused review came from the UK's *Melody Maker*, whose reviewer Peter Paphides was downright spellbound by "Take Me Down": "[It] does that thing that every astonishing pop song has ever done since the dawn of creation. So you're sitting there thinking the chorus can't possibly live up to the promise of these verses, and then it stops momentarily in that way that songs do when they're about to enter the chorus, but it goes into another verse. And you think, 'THEY'RE TEASING US!' But eventually they unleash it and, before you know it, a whole week has passed and you're still humming it."

Alias gave the album a relatively huge push, throwing out a lot of bait for collectors. There was a red vinyl edition, for which renowned mastering engineer Bob Ludwig got all 59 minutes of *Plants and Birds* on a single LP. Along with the *Never Mind the Camera Crew* promo cassette, with rehearsal-room demos and a cover of Johnny Thunders' "You Can't Put Your Arms Around a Memory," there was an EP, *Slouching Toward Liverpool*. Built around the second emphasis track "Take Me Down (Too Halloo)," it brought the Miller/Quercio song "The Come On" to light and found the Loud Family covering Game Theory (a notably tougher "Erica's Word") and Big Star ("Back of a Car," which was faithful and joyful). Rarest of the batch was a promo label-sampler CD, *Hot! Cinnamon Churros,* for the South by Southwest conference in 1993. Along with the original "Jimmy" demo it had a rare version of "Ballad of How You Can All Shut Up" without the language tape.

The missing piece, once again, was commercial radio, which even in the heyday of the "commercial alternative" format (a tautology if there ever was one) was reluctant to let indie labels into the club.

“We always had a difficult time with radio, that was the toughest,” Hanover admits. “That’s why we eventually did the deal with Elektra [for distribution of another Alias artist, Archers of Loaf], but that didn’t help us much either.”

One of the album’s high-profile champions was fellow songwriter Aimee Mann, who heard it by chance and was knocked out, and began taking every opportunity to say so. “For me it was such an interesting blend of melodic and classic melodic pop songwriting with massive intelligence, a real facility with words, a very interesting approach lyrically but also very vulnerable and heartfelt, a lot of feelings below the surface. I loved the interstitial stuff, it was a real album experience. People weren’t really doing that anymore. So I just thought there was something about it that was really exciting and just wasn’t happening at that time. I was truly shocked that band didn’t get more attention.” She made a point of trying to change that: in a 1995 interview with this writer for Tower Records’ *Pulse! Magazine*, she said “I personally believe that Scott Miller is the best songwriter out there right now, and that was one of my criteria: ‘Would Scott think that this song is any good?’”

Mann was a kindred spirit. Having had some MTV success with the band ‘Til Tuesday, she was now refining the melodic depth and the coolly cynical worldview that would become her trademarks. In 1995 she had a new major-label deal—with Geffen, ironically enough—and the ability to pursue her dream collaborations, with Scott at the top of her list. “The record company was putting me up in London and I called Scott as soon as I got there. I was hoping he’d say ‘Yeah, I’m familiar with your work and I think it’s great’—but though he was nice and very polite, he wasn’t familiar with it at all.” (This may have just been Scott’s usual reserve because he was a fan or would soon become one: in the top-ten lists he posted online, he named Mann’s *Whatever* as his second favorite album of 1993, behind Liz Phair’s *Exile in Guyville,* and her *I’m With Stupid* as his number one of 1995. She in turn named Scott as an influence on the latter.)

Mann proposed the idea of a collaborative album, an acoustic set with the two duetting on her favorite songs from his catalogue —“Aerodeliria,” “Slit My Wrists” and “Inverness” were all on the

list. They did play the latter song live at Bimbo's 365 Club in San Francisco, when the Loud Family opened some West Coast dates for her. And they did get as far as writing one song together, called "No Love." Recalls Mann, "He sent me a cassette and I probably added a section and added some words. And yeah, it was really good, it was classic Scott. I'm pretty sure our goal was to get a couple of new songs on there."

But the album never got too far along. Scott did record some backing tracks at home, but most of the duet vocals remained undone—it's now literally a lost album, and Mann isn't sure on whose hard drive or in which basement the recordings are sitting. Still, plans continued for awhile: later Loud Family drummer Mike Tittel heard a couple of demos Scott made for the album, one being a song with the word "mommy" in the chorus; Mann says she never heard that one. As late as 2002, when she'd started her own SuperEgo label, she told *Paste* magazine that she still hoped to finish and release the album. "I think he's really great and he's been a huge influence on me," she told them. "But that comes out of my own pocket, and we're trying to do it as cheaply as possible. I'm just not such a huge seller that I can finance a lot of other records. I'm not setting up to be a business maven."

Such real-world considerations, she now says, are the main reason it didn't happen. "The studio we were recording at went out of business, and the person I was hoping would help us produce it went on to something else." That would be Michael Lockwood, then Aimee's guitarist, who was hired away by Lisa Marie Presley. "And Scott and I both wound up busy with other records. The vague idea was that we'd put it out at some point, but we never had the time or money for it. And nobody was encouraging about the idea that it would sell." And it didn't help that she and Scott were always cautious with each other personally. "He was a very sweet guy, very soft-spoken. But I always felt it was hard to connect with him, and I don't necessarily think he was the one responsible for that. I always felt a bit awkward trying to make conversation with him. I thought Scott was very kindhearted and if you said something he would jump in, but I was never sure what that should be—we had some nice conversations but I always felt awkward about getting into something more personal. And when you're like that with

somebody, you feel that you haven't left the superficial and you aren't sure how to navigate that world."

Explaining *Plants and Birds* to *Rolling Stone*, Scott noted its four-year gestation: "The longer I have to write for a record, the more baroque the result is going to be, the more weird things I'll let myself get away with." Accordingly, the followup album, released a mere 17 months later, would be remarkably straightforward by comparison. *The Tape of Only Linda* may be Scott's most misunderstood album, heard at the time as too big a left turn. No surprise that it was ten self-contained songs, as the pattern was by now established; a straightforward album after each epic. But the sound was overall darker and denser, heavier and less hooky. It was Scott's most democratic album, writing only two songs on his own. "To me it seemed a natural progression," Rob says. "It was songs that were created for us and by us, instead of a band called the Loud Family playing Game Theory songs." This was precisely the problem some fans had with it—too much band, too little Scott—but he was now working his songs into a heavy sonic format, precisely what he'd formed this band to do.

One thing everybody liked about *The Tape of Only Linda* was the title, though Scott was too polite (and probably too much of a Beatles fan) to own up to the reference until several years had passed. But most fans correctly guessed that it was inspired by the notorious tape of Linda McCartney's isolated vocals on a live "Hey Jude," which was making the rounds at that time. Scott did say there were other meanings, particularly as relates to the new bands he admired (Sebadoh, Guided by Voices) who were releasing unproduced home recordings—thus a "tape of only Linda," using the Spanish meaning of the name, would be a tape containing only the beautiful part. Still, the embarrassing McCartney tape was the obvious reference, and it would seem more self-deprecating than usual to name an album after it. "We debated about whether it was unfair or misanthropic to make fun of it," Zachary says. "But what stands out about [the McCartney tape] is the ferocious mediocrity of the performance. I think that's a deep anxiety for everybody in the rock biz—that you're up there giving your all and everybody's in the audience going 'Oh my God.'" Later and later indeed.

Still, the Loud Family's *Tape* was anything but a no-frills recording. Nor did it have the raw sound that the Seattle bands brought into fashion—despite the guest presence of a Seattle musician, the Posies' Ken Stringfellow. For a Mitch Easter production it's close to classic rock, with arena-worthy layers of guitars and keyboards. There are plenty of prog overtones as well, with album-closer "Ballet Hetero" built around a Rob Poor chord progression that he admits was Yes-inspired—specifically, borrowed from the closing instrumental in "Starship Trooper." (Another prog connection happened by accident, but the 1993 *Counterparts* album by Rush, a band Scott never professed to admire, opened with a song called "Animate," whose hook and arrangement were notably similar to *Linda*'s opener "Soul Drain.") Hiding within the instrumental layers on "Ballet Hetero" was one of Scott's more frustrated relationship songs, a sadder counterpart to the last album's optimistic sign-off. The basic song in fact dates back to some demos Scott made in 1989-90 and its original discarded lyrics—"Why does the world take them all from me/How did I lose every one"—were an especially despairing response to the Donnette breakup.

"The process of recording the album was very old-school," says Zachary. "We'd come in at different times and lay down tracks, the way Led Zeppelin made albums." A more likely influence would be My Bloody Valentine, who'd lately explored the otherworldly possibilities of loud-guitar rock. *Linda*'s standout track, "Marcia and Etrusca," showed a touch of their influence—a seven-minute sonic swirl in which the vocal is just one more element. There's a soaring Scott melody in there somewhere, but it's submerged in a mix of live and electronic drums and plenty of guitar from Zachary—in the song's long instrumental coda he layers effects without playing a conventional solo (the hypnotic repeating guitar line, he points out, was played and not looped). Joe came up with the rhythm, inspired by the Manchester, England school of psychedelic dance music. "Scott never had a lot of groove songs, so I thought this should be one." The lyrics here are elusive even by Scott's standards—were the two women supposed to represent a meeting of modern world and antiquity? In fact the names originated in a jibe from Joe Becker's wife: she told Scott that all the women in his songs had cutesy names, so he came up with a pair of un-cutesy ones.

“Baby Hard-to-Be-Around” was catchy enough to be the designated single, but it’s unique in Scott’s catalogue as a nasty song that bares no personal wounds; it’s purely a putdown. Zachary recognized the subject as a particular drama queen that the band met on tour. “It Just Wouldn’t Be Christmas” was a densely packed, four-minute pop song without an obvious hook. Though it only mentions the holiday in passing, Alias pressed up one-song CDs as its Christmas cards that year. Paul contributes “Better Nature,” a perfectly good song whose Cars-like sound makes it an uncomfortable fit—though to be fair, so is “Hyde Street Virgins,” a gentle all-Scott composition that harks back to the San Francisco-centric songs on *Plants and Birds*.

If the whole album was as good as its two seven-minute epics, “Ballet Hetero” and “Marcia and Etrusca,” the band would have had a timely fusion of Posies-style songcraft with Smashing Pumpkins grandeur. As it was, many fans and critics wrote off *Linda* as an excusable sophomore slump—a notable exception being Steve Simels of *Stereo Review*, who again picked the Loud Family for album of the month. Still, thanks to the momentum and a still-committed label, the ensuing tour played some of the largest club venues of Scott’s career.

They also had Game Theory songs to play on tour, the ace in the hole for a large sector of the audience. “I had one of my transcendental experiences playing in the band when we did Maxwell’s in Hoboken,” Rob recalls. “I should say that this particular crowd was composed of 90 percent rabid fans—it was amazing to me to watch people in the front row shouting the words to every song we played. So we did our version of ‘Together Now, Very Minor,’ which loped along in this beautifully lyrical way. Everyone in the crowd is attuned to it and we come to the end where there’s a grand pause. My experience was that the entire room stopped and took a breath at the same time to get to the closing lines. That to me is what it would have felt like to be one cell of a large, living organism. To my mind, the energy and power of the lineup we had was a really good medium for those Game Theory songs, which may not have had the same kind of immediacy before. Even though we didn’t have the cute girl singers.”

Zachary also took the occasion to figure who was in the audience.

“There was definitely a type of people who loved Scott and were fans of the band. They were almost exclusively really nice, smart people—offhand I’d say they were introverts trying as hard as they could to be extroverts. And many of those people thought that Scott was speaking directly to them.” He particularly recalls the Bay Area band Seven Day Diary, who got a deal with Warner Brothers around this time. “Two beautiful women who wrote better than decent pop songs. They seemed really happy and well adjusted, but Game Theory had just ruled their adolescence. Maybe they were listening to Scott at a time when they weren’t feeling as confident.”

Some of those fans would come into Scott’s world, and into the band, in lineups to come. And they’d help him get through a dark but inspired time as things came crashing down. Again.

9

Everything Is On Purpose

"This album was the result of enormous changes within the Loud Family," led Scott's press release for the next album*, Interbabe Concern*. And even that was an understatement. Within a year after the *Linda* tour, Scott would be without a band and without a marriage. And temporarily, without a job. Lucid had a round of layoffs in the summer of 1994, and though he didn't stay unemployed long, Scott was one of them. "He really felt like the rug was pulled out from under him. I remember him being pale and shaking and just not taking it well," Shalini recalls. "I remember that [ex-dB's member and friend] Chris Stamey came to town soon after that happened, so that was a real relief. Scott got to show him around and it distracted him from the panic he was feeling."

The end of the original Loud Family was both sudden and messy: as rehearsals began for the next album, Zach and Scott had a falling-out for reasons both personal and musical; he became the first member ever dismissed from one of Scott's bands. "I was a far stupider and more clueless person than I am now. We were doing fine, working on material for what would become the next album, and then this drama happened," says Zach. They reconciled in an email a few years later, but they never spoke in person to each other afterward. Rob stuck around for awhile, but as a friend of Zach's he felt less comfortable in the band, and he was intending to further his technical career. When the opportunity came to relocate to Boston and earn a Ph.D. in media arts and engineering at MIT, it proved a convenient exit point.

The new lineup was officially signed to Alias as a trio: Scott, Paul Wieneke, and new bassist Kenny Kessel. The latter was perhaps the first full-fledged fan to join the band: he'd gotten the Game Theory compilation album, attended some early Loud Family shows, and told Scott he was available should the bass slot open. Trained in fusion, Kessel continued the Loud Family's tradition of adding technically polished players. As did the drummer who came into the sessions following Joe Becker's departure: Dawn Richardson had

recently left 4 Non Blondes, the band fronted by songwriter Linda Perry. As the drummer on their single "What's Up," Richardson was the only member of any of Scott Miller's bands (albeit a short-time member) who'd ever had a top-20 hit.

Also out of the picture, initially for less dramatic reasons, was Scott's longest-running collaborator Mitch Easter; Scott would now take over as his own producer. One compelling reason for this was a downturn in recording budgets—hardly a unique thing in the indie-label world during the mid-'90s. "I can't remember there being any official end to my efforts with Scott," Mitch says. "I seem to remember hearing that the budgets were going to be a lot smaller and I had the impression they were getting more into recording themselves, using Paul Wieneke's studio, maybe. This sort of thing was taking off in those years, and of course that whole band was sort of 'tech' and could certainly get things recorded.

"One thing that seems to be forgotten is that all [our] records were low budget, maybe not by the standards of today's indie scene, but drastically lower than any sort of mainstream commercial pop music of the day. There is no real link the between the recording budget and the artistic core of the records, but I do think the economic realities of these records had an effect on how they were done and how everybody was thinking. And the fact that the budgets they had in the early '90s were no longer sustainable made me think their sales were pretty bad. They really didn't tour very much and by this time they were all getting to be grownups with real jobs. I regretted this apparent downturn in their fortunes because, as I've said a million times, those sessions were among my favorites and Scott was one of my favorite record-making people ever. But if they had to or wanted to make records on their own I certainly couldn't blame them."

And a more pressing problem was at hand; Scott and Shalini's marriage was crumbling. Many of their friends were surprised, if only because the couple was good at keeping up appearances. "I visited them in 1994 at a time when my own marriage was falling apart," recalls Sue Trowbridge, who would soon become a prime mover in Scott's career. "I literally cried myself to sleep at night because I thought Scott and Shalini were the happiest, most in-love

couple I'd ever seen. They wound up getting divorced the next year."

Once again, the rights and wrongs of a breakup get blurrier on the outside—especially in a case where both partners get hurt. Shalini remains unsure of where things went wrong, but on her side, she felt Scott becoming distant after the first year of their marriage. "I feel like the breakup was unresolved. Neither of us did anything bad, we didn't run off with anybody. But sometimes people are just not well matched, and you have to get close to each other to figure that out. Scott could be very impatient and it seemed he just got used to me—he would encourage me to quit my job, and I didn't want to give up my financial independence. So maybe my independence and resourcefulness got on his nerves. And I'm only 25 and starting to think, 'What am I doing here?' I was seeing a counselor for awhile, because I really wanted to figure out what I was doing wrong." For her the last straw came when she heard from a third party that Scott had booked a Loud Family tour she didn't know about. "He so wanted the band to work, and I think his frustration with that contributed to his shutting me off."

But there was nothing ambiguous about Scott's feelings when Shalini did leave; he was devastated. Dan Vallor, who was then temporarily based in Boston, got the news in an email from Scott: "For whatever reason she is fairly completely unhappy being married to me so that's that," Scott wrote. "Needless to say this is not a happy time for me." Says Dan, "That note was as heartbreaking as any I ever got from him. He was blindsided, and I don't imagine that even Shalini anticipated just how much it blindsided him." Sue Trowbridge noticed at the time that "Scott lost a lot of weight and was just dangerously thin, and the house was a mess."

Much of the recording was done between November 1995, when Shalini told Scott she was leaving, and February 1996 when the divorce was filed. And parts of that interim stretch seemed more hopeful than others. Shalini made an appearance on the album—she even bought the marbles that were used as a sound effect on "Don't Respond, She Can Tell," and the estranged couple moved tentatively toward a friendship. "The fans would probably feel

different about me if they knew that we were shopping buddies," she says. "We started going to the mall and spent a lot of time together after we split up. So the whole issue of where things went wrong is confusing for me, and I think Scott was confused about it too." Drummer Mike Tittel, who lived in Scott's house during his tenure with the band (following the departure of Dawn Richardson), accompanied the two to a lunch meet-up and was surprised by the lack of tension: "You would never have guessed that they weren't friends with each other." But it's also likely that he simply caught them on a good day, or one when Scott still had hopes for a reconciliation.

Complicating matters was the fact that Shalini's next romantic and musical partner would be Mitch Easter. Both parties contend that the new relationship didn't happen until the breakup was well accomplished, though friends had noticed apparent signals passing between them. Mitch had felt that Shalini was starting to seem estranged during the Loud Family sessions, which had a decidedly masculine vibe. "I recall the *Plants and Birds* sessions as being, well, smelly. I thought it was kind of hilarious that it really was like a locker room in that control room sometimes. When we were mixing that record, I remember going out in the front hall of the studio and there were three or four women out there, waiting to join us for a meal, and I got the impression they had been expressly prohibited from entering The Session. This struck me as amazing, and terrible, I felt really bad for them. And maybe I read this wrong, they just might have been trying to be sensitive to what they perceived as the way sessions work. But in the midst of that vibe I think Shalini was feeling simultaneously insulted and bored. I think she thought that I was easy to talk to and it didn't seem to take too long for her to really like me. I deliberately avoided having much to do with her since she was with Scott, even though she said they were going to split."

Mitch and Shalini launched their own collaboration with the last Vinyl Devotion release (*Floor Model*, 1988), then made three CDs together under Shalini's name. And while Scott and Mitch never formally fell out, they didn't discuss working together again until years later, when Mitch and Shalini's relationship had also ended. It was around 2006 when Scott made contact, and though most of

what they discussed was musical, Mitch took some reassurance from their conversation.

“He had a strange idea to re-sing *Lolita Nation* and remix it. I thought that was a terrible idea because nobody ever wants these ‘New and Improved!’ things, but for some reason he picked that one to fault the singing on. During that time he mentioned ‘the Shalini era,’ and I got the impression he was trying to say, in effect, what George Harrison said about Pattie Boyd getting together with Eric Clapton—‘at least it wasn’t some jerk.’ Scott was such a rock historian I imagined him thinking of that very comparison and rather enjoying the thought of it. It’s possible that I completely read that wrong and actually he always detested me, but I just don’t think so. He was kind of a cool personality and obviously didn’t reveal plenty, but he just seemed like the kind of person who was smart about things like breakups, which is to say—they are useful for the next batch of songs. *Interbabe Concern* is a hilarious title and definitely seems like the work of a person who can move on.”

Interbabe once again found Scott pouring feelings into his music that didn’t come tumbling out in real life, with hurt and betrayal at the top of the list. But if it’s possible to radiate deep pain and brash confidence at the same time, Scott did that here. The songs are full of open wounds, or as he warned *Magnet*’s Jud Cost, “[It] sounds like a slab of living flesh.” But as raw outbursts go, it’s the most impeccably crafted one you’ll ever hear. Producing himself (with Paul) and recording at home, Scott took his structural experiments to the next level: this time the jarring shifts come within the songs, not between them. Even the messiness is fully arranged: the random-sounding bursts of feedback that open the album become a recurring motif throughout, saying things the singer is too polite to express. Says Anton Barbeau, who guested on it: “It seemed that he set out to make a devastating divorce album, but he was able to craft and control all that emotional pain. I hear a lot of compassion in there with all the anguish.” Scott’s liner note says it all: “Everything on this album is on purpose.”

Scott knew he was onto something, and as Dan Vallor explains, he saw the album as a break from pop structures. “He wrote me at one point and said he was creating it with my aesthetic in mind. I was

big on people like John Cage and Steve Reich, *musique concrète* and all sorts of experimental music; he and I would battle about that. Once he and Mitch became separated Scott was more interested in playing with sounds and noises that weren't customarily musically aligned. I think Scott felt more open here than ever before in expressing emotional turmoil through sound experimentation."

Notably it was his first to be made with ADAT technology, which Scott liked both for the sonic possibilities and for the psychological impact it had on the performance. As he wrote Dan, "I'm heavily into digital sound and ADAT. You can get a very warm sound out of those things. The trick is not to record the way we used to record analog, which was let the performers go, and assume everything would be fixed at mix time. At the risk of sounding Zen, the singer/player should actually hear what's going down. He or she should hear the real mix effects and sing specifically for that. In the analog world, there's so much playback degradation, tape saturation, etc., that it doesn't make sense to be too fussy at performance time, but where you have 'Perfect Sound Forever,' that effort is where it's all at."

Early in the sessions Scott confided to Mike Tittel, then a poster to the Loud Family's online fan list, that he'd come through a brutal divorce but was getting his best album out of it. He said the same to Dan after the album was wrapped up: "You never know how much emotional connection you're going to make in songs (due to what people feel like hearing this week, etc.) but there's a whole lot to get out of this one if people are inclined to take it."

Jonathan Segel is among those who concur. "That 'puzzle box' thing he does, that was where he really got it. Doing something you got more out of the more you put into it—on so many levels, he pulled that off. And lyrically, he surpassed almost everybody, ever." In its tangled emotions *Interbabe Concern* is a classic-model divorce album, but it's also a classic-model Scott Miller album in that you can't pin it down so easily. The one lighthearted moment, if you want to call it that, was the title. As he told the mailing list, it riffed on the structure of a typical episode of television's *Baywatch*: there'd be a socially conscious plot wedged between footage of scantily clad women, so the trajectory was Babes—Concern—Babes.

Indeed, the fact that Scott watched *Baywatch* is far from the least jarring of the album's revelations.

For all that, there wasn't to be a "Revolution 9" in Scott's catalogue; *Interbabe Concern* remains a beautifully crafted pop album. He might dress the hooks up with exotic sounds (or in the opener "Sodium Laureth Sulfate," save them for the very end of a complex song), but it's as rich with melody as any of his albums. What is different here is the sound of Scott's voice: on most tracks he refuses to prettify it, spitting out lyrics as if he'd been dragged in against his will. For the first time, there's obvious anger in his delivery.

That's especially clear on "I'm Not Really a Spring," which would otherwise be a Game Theory circa *Big Shot Chronicles* type of song. Gil Ray and Shelley LaFreniere both play on it, and her vocal counterpoints are a throwback to the youthful glow of those days. But Scott's lead voice is having none of it: when he sings what he's just learned about relationships ("Making nice to girls, not knowing they'd prefer a thoughtless bastard") it sounds like he wants to go back and knock some sense into his younger self. The title refers to a scene in Michael Moore's *Roger & Me*, where an interviewee's hopes of being an image consultant are dashed; but "not being a spring" can also mean the inability to easily bounce back.

The short and jarring "North San Bruno Dishonor Trip" was literally about a childhood memory; Scott told Mike Tittel it was about being put on Demerol after being injured as a teenager. But as Dan points out, San Bruno was also the site of the home he shared with Shalini. "My best guess is that all of the 'No thank yous' in the lyric express the cognitive dissonance between the notion from his upbringing that people don't do brutal things to one another, and the reality (from his contemporary perspective) that they sometimes do brutal things is just coming into focus."

One of the shorter tracks, "Screwed Over By Stylish Introverts," is hands down the nastiest moment in Scott's catalogue, including both the clipped vocal and the jarring guitar interference—and once again, an improbably appealing tune. Though the singer doesn't let himself off the hook ("If I was getting good at being loved, my guard might come down very slow") the kiss-off shows just how well Scott could take someone apart ("You need a world without

my manicured complacency offending you/ And a certain someone/ Who would never slap a girl around, unless she made him angry/Or snap your last thread of self-respect, all other things remaining equal"). If nothing else it captures a certain moment during a breakup, the one just before the phone gets slammed down. (The target is probably best not identified, but Shalini insists she's not particularly stylish and is definitely not an introvert). In Scott's own view, the track was crucial: "I wonder if in this day and age a lot of the listening public can actually accept a track like that, with the advent of [Guided By Voices] and all. It used to be tragic to do something like this back in, say, *L. Nation* days—to get what I consider a truly awesome arrangement which took me a lot of experimentation to record, and just have it considered a throwaway, an anti-listener statement."

During his work on the album, Joe Becker saw a few bursts of emotion from Scott—but only when he was laying down a vocal. "There were times in the studio when I'd ask if he felt like talking about anything, and he'd say thanks but never take me up on it. He was able to spin the songs in such a way that it was an art expression, not something that was tearing him up inside—he'd say 'It's just a song, that's the way I wrote it.' Whatever he was feeling weren't things he'd share personally; he always kept up the façade of nothing hurting him. But going into the studio was still where he got a lot of his joy from, so bashing out those songs was still a joyous thing for him. At that time, it was probably the only one he had."

Posies founder and latter-day Big Star member Ken Stringfellow, who'd made a couple of guitar cameos on *Linda*, spent a few days in the sessions this time; he's credited as co-writer on the two tracks he appears on. "We worked on song structure together; we put together a special arrangement and did the intro for 'I No Longer Fear the Headless.' Clearly Scott was at a different place in his personal life, but I wouldn't call that album a catharsis—that implies something more raw. Scott was always too oblique for that."

Parts of the album have some definite uplift, if not quite joy. Tellingly placed midway through the album, "Not Expecting Both

Contempo and Classique" is lyrically about the moment where healing becomes possible, if not quite accomplished ("I've thought about it for awhile now and I'm okay with things not being okay"). The reassurance comes from the song's '70s-style arrangement—probably the "classique" part—with a burst of layered guitars in the instrumental break that's up there with the original Loud Family's prog-rock moments. And for the second time on record he throws a brief Led Zeppelin lick into a song's fadeout, this time from "Over the Hills and Far Away."

The idea of returning to younger life comes up again on the lush and Mellotron-driven "Where They Go Back to School But Get Depressed," part of a four-song suite that ends the album. (If it weren't clear by now, Scott was also experimenting with the descriptive properties of song titles: the rest of the suite is "Where They Sell Antique Food," "Where the Flood Waters Soak Their Belongings," and "Where They Walk Over Sainte-Therese.") According to Mike Tittel, who discussed it with him, all four songs are based on recurring dreams Scott had experienced, and all the dreams were about disappointment and loss: apparently one concerned the displacement factor of returning to school as an adult; another was about losing prized English-import LPs from the '70s in a flood. And St. Therese of Lisieux was historically renowned for deep sensitivity and a passion for learning—draw your own parallels. These four songs say nothing specific about marital breakups, and everything about where a mind might wander after too many sleepless nights.

Thanks to its personal slant, *Interbabe* is often considered Scott's de facto solo album, but it was made as cooperatively as the others—with the band cutting rough tracks together in the studio, the bass and drums nearly always being live takes, and Scott doing the transformative work afterward. And from now on, the writing credits would be shared among all the band members; Scott took sole credit for only four *Interbabe* tracks. The lyrics (except on Paul's song "Uncle Lucky") were still his department, but the credits reflected the others' input to arrangements. "One thing I hadn't guessed about was the extent to which Scott would come in with little snippets of songs," Kenny says. "He would never present a whole song to the band. We'd work up these little sections and

gradually come up with the parts that worked best, and he examined that to see where he wanted to go and complete the song. So though he was really the main songwriter it was a symbiotic relationship."

Another of Scott's prominent supporters, Nina Gordon of Veruca Salt, was the co-writer on "The Softest Tip of Her Baby Tongue," one of the album's moments of outright romantic ache. Veruca Salt's song "With David Bowie" was rumored to have originally been titled "With Game Theory"—this was confirmed many years later—but Gordon was already down as a fan, telling *CMJ* in 1995 that the band's chord progressions were one of her top influences.

By the time *Interbabe Concern* was released in August 1996, the Loud Family were drifting ever further from the college and alternative rock mainstream, but they were also on the cusp of a trend. The marketing and promotion of independent bands were moving in a new direction—and for once, the Loud Family was ahead of the crowd. Due to his day jobs, Scott was one likely of the first rock musicians to have a professional email address; and by 1996 the Loud Family would have a webpage set up by Sue Trowbridge, who also had a foot in the programming world. "I did it on my own and presented it to him as a fait accompli. Scott never read or subscribed to the mailing list, but I think he got a good idea of the fan base through the emails I forwarded to him. I think he appreciated that he got so many thoughtful questions, and that people were genuinely interested in what he had to say." Joining the page was a loud-fans mailing list set up by fan Dennis Sacks, also a few years before such things were commonplace.

The website allowed Scott to do one of the things he always did best, engaging fans in music discussion and any related tangents, the wilder the better. In 1997 he began a Q&A column, Ask Scott, which he'd continue, sometimes as often as weekly, for the next 13 years. Over time the questions would concern everything from literary philosophy to favorite records to his own lyric references; but the inaugural question was "What's your favorite pizza?" In response to that he quoted a long section of T.S. Eliot's "Ash Wednesday"—which refers to leopards eating vital organs and leaving indigestible portions behind—and explained that he liked

pepperoni.

The mailing list would also provide the Loud Family with a new drummer after Dawn Richardson dropped out, taking a pass on the band's full-time offer to return to session work. Ohio native Mike Tittel put a planned vacation with his girlfriend on hold and came to California after Sue put him in touch with Scott. "I was a huge fan and I knew the tour was in jeopardy, so I got the gig. I wasn't nervous about playing with Scott, since I'm a pretty good drummer." Mike temporarily moved into the San Bruno house that was now Scott's bachelor pad, around the time of Scott's 40th birthday. "He didn't seem to have a lot of social things going on at the time, and I got the sense that he wanted to keep me entertained, even though that wasn't the easiest thing for him to do. He'd come through the door after work and make some kind of funny proclamation like, 'You know what we should do? We should go down to the grocery store and get one of those little shortcakes.' The best times were when we'd drink some wine and go through his record collection. He'd play a favorite song that started with each letter of the alphabet." Tittel also discovered what may be the most obscure clue ever to a Scott Miller lyric: he noticed that Scott took baths instead of showers and kept the shampoo at arm's length, making him more likely to read the ingredients; hence "Sodium Laureth Sulfate."

The *Interbabe* tours included a string of west coast dates with Aimee Mann, fondly remembered by all involved—particularly their live duet on "Inverness," which happened at Bimbo's in San Francisco on June 28, 1996. (That clip, including her introduction of "one of my favorite songs of all time," was circulated to fans via Sue Trowbridge.) The headlining shows were business as usual. "Every tour was hit and miss, and I don't remember any of the ones I did as being better or worse than the others," says Kenny. "There were always great markets, and less than great ones. When I think of Detroit or Salt Lake City—those were the ones we had no business being in. But Seattle, Boston, Chicago and New York were a thrill on every tour, and there were great shows in Austin and Chapel Hill."

The band now had a per diem of $20 a day—at least better than the

five bucks of the *Real Nighttime* tour—and Mike Tittel agrees that Detroit was the nadir, when there were so few people that Scott didn't bother changing into stage gear and kept his winter coat on for the full set. "Scott lived for the good gigs, and at those he'd really be glowing—he loved connecting with the fans, the dinners before the shows when fans would take him out. And he loved connecting with other musicians." Elliot Smith attended the show in Portland (and was given the band's CDs by Alison Levy), and in Chicago, Peter Buck turned up with Scott McCaughey of Young Fresh Fellows and Kim Warnick from the Fastbacks. Remembers Mike, "Scott called me over and said, 'Hey Mike, this is Peter. Do you remember what the second Knack album was called?' So we wound up having a great discussion about how we all liked the Knack."

10

Touch What We Live For

Plenty of people had noticed by now that Scott's albums were tough to find in stores. Among them was Kristine Chambers, then working in San Francisco doing licensing and marketing for video games, who tried to buy *Lolita Nation* at Tower Records and couldn't. "I'd become good friends with a writer named Chris Hudak who also worked in the industry," she recalls. "After hearing that record and Chris's enthusiastic endorsement of all things Scott Miller, I sought out some of the music on my own at my local Tower. I found the placard for Game Theory, but there were no CDs available." She went to the L section, found *Plants and Birds and Rocks and Things* and picked that up instead. "I loved that record and played it constantly in my car. I used to like to go for long walks by myself and I still vividly remember walking on a trail near Crystal Springs Reservoir in San Mateo County with 'Inverness' stuck in my head. 'Let's get a pen and write this down'—I loved that."

Soon afterward, Chris Hudak came with her to see a neighbor's band play the Great American Music Hall. "He agreed and suggested inviting his friend, Scott Miller to join us. I thought it would be great to meet the man Chris thought so highly of and who happened to write such wonderful songs. When I arrived at the venue, I found Scott and Chris sitting at a table. I walked over to them, and as Chris introduced us, I smiled and said, 'Hi, I'm a fan.' Scott smiled and shook my hand and said, 'Thanks very much!' During the show, he leaned over to me and referring to my bass playing neighbor said, 'Your friend is really good.' And after the show, we all went our separate ways."

It was the spring of 1996 and Scott was preparing for the *Interbabe Concern* tour in the late summer and early fall. Kristine also had plans to travel, taking a European vacation before starting a new advertising job in September. That month she moved to a new apartment near the Bay Bridge, and Chris Hudak invited her one night for sushi and margaritas—again bringing Scott, who'd exchanged some emails with Kristine in the interim. "Toward the

end of that evening, Chris and I drove Scott back home to his house in San Bruno. I met Scott's twelve pet rats—the girls were in one cage in his front room; the boys were in another cage in his spare bedroom. I thought it quite sweet that he had twelve pet rats. He said he only intended to get one, but after he had brought her home he soon discovered she was pregnant. The pet store would take back the rat but not guarantee the babies wouldn't be used as food. So, Scott kept the rats and all of the babies. Chris, Scott, and I watched *Breakfast at Tiffany's*, which Scott owned on a VHS tape, to finish the evening."

Scott invited Kristine to dinner a week later, bringing a single red rose. "I can still see him standing behind the locked glass doors of my apartment building wearing his long black London Fog coat, black pants, a silk shirt with melting clocks on it in the style of Salvador Dali's 'Persistence of Memory' holding up that rose, all framed by his glorious trademark curly hair. It was Friday, October 25, 1996, and Scott never forgot that date. He enthusiastically reminded me of it every year since." The two made a striking couple; Kristine was a performer/choreographer with a dancer's elegance. And they were already close to inseparable after that first date. "Thursday was Halloween, so I came over to his house and we made a pasta dinner and handed candy out to trick or treaters. We did also make that shopping date in San Francisco where we explored the city, had dinner, and then saw *Phantom of the Opera*. It was such a happy day, and Scott—delighted to make a reference to my artistic world—said, 'This day was so great, it's almost like it was choreographed.' We were instantly and naturally a couple."

Though Kristine was Scott's first and only serious girlfriend who was not a musician, their courtship did involve a lot of music—he brought her to see everyone from current favorites Mazzy Star and the Magnetic Fields to old standbys Todd Rundgren and Yes. "I remember Scott playing me the Loud Family's cover of 'We're For the Dark' by Badfinger [released on a tribute compilation]. He smiled as he watched me listen to it using his headphones for the best sound experience. It seemed he thought it quite the romantic song."

Still, a lot of their courtship hinged on non-musical pleasures:

weekly sushi dinners, Saturday-morning coffee and bagels, regular *Breakfast at Tiffany's* viewing…and of course, Scott's beloved dozen rats. "Their middle of the night antics of getting feet stuck in the exercise wheel and moving bedding of wood excelsior from the bottom level to the top level, and then back down to the bottom level, often kept us up at night, but they were our little family. Scott definitely showed his softer side when caring for the little beings." Scott even took to gardening after they moved in together in early 1997. "He painstakingly took great care to grow by seed a lovely lawn around the cedar tree, which he mowed himself. Trimming the enormous purple bougainvillea was a labor of love, and we did get it to climb and cover the lattice wood frame above the back door leading to the patio." After the bottoming-out in 1996, Scott would refer to 1997 as the best year of his life. In addition to the new romance, the year brought one more lease on life to his band.

Another woman that Scott met, through an equally random sequence of events, would be the Loud Family's next catalyst. An up and coming singer and pianist, Alison Faith Levy, had lobbied to get herself onto a local bill at Edinburgh Castle in hopes of meeting Scott, whom she'd followed as a fan since her teens. Before the night was out she'd gotten herself into the band as well.

Alison got her initiation when a friend at New York University passed her a cassette of *Real Nighttime*. "I ran around with a bunch of music geeks. It was the early '80s when our little group of college rockers were getting into Big Star, then I heard Game Theory and it just blew my mind. And I'm from the Bay Area and didn't even know that Scott was from there. So I'm thinking, great—maybe when I go home I can even see him!" She did, and caught every show she could afterwards, including the Loud Family's first show at the Blue Lamp. "I was a totally obsessed fan by then. And I probably chatted up Scott at a show once or twice, but I was always shy about talking to him." Adding to the connections, some of those college friends had formed the band Hypnolovewheel, who were now Scott's labelmates at Alias.

She played her own songs and a few covers that night at Edinburgh —"That was when I still wanted to be Elton John"—and was less shy about approaching Scott afterward. The Loud Family at that

time included Kenny Kessel on bass, Paul Wieneke still on keys and Joe Becker back as a temporary fill-in on drums. “I knew everything, so I knew that Paul was about to leave—this was before the Internet, how did we know about these things? Anyway, I did, and I asked Scott what he’d be looking for in a keyboard player. What he said was ‘Someone like you would be really great.’ He said that! As I recall, he hired me right after that. I don’t recall that I even had to audition.”

Alison went to work learning the Loud Family catalogue, but her presence inevitably harked back to an earlier era. “The original Loud Family had such a testosterone-driven vibe. I wanted to throw a lot of harmonies on there, make it more joyous sounding. I think it was fun for the fans when I joined because they could hear the Game Theory songs with the harmonies again. I was excited too, and I got to share that with the fans who hadn’t heard those songs in a long time.” In Alison’s honor, a bunch of keyboard-friendly covers were worked up after she joined: The Nazz’s “Forget All About It,” the Beatles’ “Sexy Sadie,” Mott the Hoople’s “All the Way From Memphis,” the Moody Blues’ “Story In Your Eyes” and Scott’s perennial cover, Roxy Music’s “Re-Make/Re-Model,” all honoring the band’s glam and British Invasion roots (plus a song from one of Scott’s favorite almost-current bands, My Bloody Valentine’s “When You Sleep”).

Alison was exuberant and magnetic onstage, a presence that recalled the days of Nan, Suzi, Donnette and Shelley. This wasn’t lost on Gil Ray when he saw one of her first gigs with the band. “The second they started and I saw Alison and her effervescent enthusiasm I thought, oh my God, there’s a female in the band again. All the testosterone is gone. Now we’re talking! I love the Loud Family, I really do, but I missed the female presence. Maybe that means I don’t like to move on, but on one hand you had these serious studly dudes, and now you’ve got this gorgeous woman who can sing those harmonies—she really charmed me.” So much, in fact, that he temporarily forgot that he hadn’t played drums in a while, while remembering that the band still lacked a permanent drummer. He geared himself up to give Scott a call.

Gil’s back injury was now under control and his chops were coming

back, but there were still plenty of questions—whether he could deal with another round of touring, whether his day job would allow time and whether Scott would even go for it. Finally he made the call. “Kristine answered the phone, and I fuckin’ chickened out and hung right up. But she’s a savvy woman and knew to call right back. I ask for Scott and I say ‘Listen, buddy, I’d like to give it another crack if you’ll have me’.” Scott in fact wasn’t ready to agree right away; he wanted to do some serious touring and was concerned about his old friend’s stamina holding up. Gil would up having to audition twice before finally making the grade. “I understood completely, I knew they were taking a chance.” But he also knew he was the right man for the job.

Still, the band Gil joined was very different from the one he’d been part of a decade ago. At its best Game Theory really had been a family, with Scott tailoring the music to the personalities and abilities of the members. With the Loud Family, the music was there, much of it written for technically advanced players, and the new members were expected to come up to speed. For Alison, that meant getting a grasp on synthesizer technology. For Gil, that meant getting his head and arms around some especially challenging material. And for Kenny it meant…well, nothing, because he already verged on superhuman. “There were times when me and Alison felt like second graders in graduate school, going ‘What the fuck is this music?’” Gil recalls. “Kenny would get it down in one pass, and the rest of us would spend the whole night learning one song. Then I look up and Kenny’s got a music stand, he’s playing this complicated bass part while he’s reading a book about his favorite mathematician. And I’m thinking, ‘I’m going to kill this boy. I don’t even know where “one” is in this damn song, and he’s reading about math.’”

Indeed, being in this lineup was something of a heaven-and-hell experience. Says Alison, “We all had the same goal, we wanted to be amazing. We all accepted that Scott was the leader, so there wasn’t any bullshit. So it really was a joy. Then we’d get on the road, and there’d be times when we were all sniping at each other.”

Most of the tensions were between Kenny and Gil, a bassist who insisted on precision and a drummer who’d always played by feel.

“This band was more technically demanding, way more,” says Gil. “Kenny was technically spot-on, and he knew everything Scott had written backwards and forwards, to the point of being irritating. My first show with them was at the Hotel Utah, and after we get offstage a critique of the show immediately took place. Kenny was picking the whole show apart, and Scott was looking at me saying, ‘Oh yeah. Get used to this.’” Scott had gotten more demanding as well: Kenny got to play the bad cop, but if Scott didn’t feel like pushing for technical perfection, he didn’t mind having it. “Kenny was very mysterious, a super smart, very private person, a little moody sometimes,” says Alison. “I don’t think any of us had ever been to his house or knew exactly where he lived. He kept to himself in his own little bubble. He worshipped Scott, was deferential and very respectful to him. But with Gil he just became a stickler for perfection.” Since producers had praised Gil as a “time machine” in Game Theory days, it’s entirely likely that the pressure was the only thing throwing him off. For his part, Kenny says that “I love Gil and he had really interesting drum ideas that I know people really liked. There were times when we had discussions about tempos; I was a bit of a stickler in that regard. But I thought we had a great relationship.”

There was something else to get used to as well: there was considerably less glory in touring with the Loud Family than there had been with Game Theory. Seven years into the Loud Family’s existence, there was no longer a question about where Scott and his band fit into the college and club circuit: they didn’t, pure and simple. Whatever college radio was playing now, it wasn’t the cult heroes from ten graduating classes ago. “I remember seeing the itinerary for my first tour with them, and thinking there weren’t any college towns on it,” says Gil. “And Scott looks at me and says, ‘We’re not a college band anymore.’ Oh, right, time had moved on. I was used to getting in a van and expecting huge crowds in the big college towns, and now it was going to be different.

“There were certainly Loud fans, they were dedicated and loving. And we still did well in the cities we always did well in—Chicago, Boston, Seattle. But it shocked me how few people there were at some of the shows.” The nature of the fan base had also changed; no more were there the young Alisons and Shalinis who saw the

teen-idol appeal in Scott. “By now everybody knew that Scott was a programmer, and a lot of the fan base were really involved in technology, and predominantly male—which is fine, but I just found it different.” The Loud Family’s chat group had already put previous drummer Mike Tittel in the band; now it stepped forward to help Gil. “Thanks to the message board, people knew about my back problems, so there was a group of people in every city waiting to carry my drums for me.”

By now Scott had made some peace with the shrinking audiences. “He seemed nonplussed by it—he just wanted to play,” said Gil. “I’m sure it bugged me more than it did him.” When the tour got to Los Angeles, Alison got word that Paul Myers, the Canadian-born musician/author who was a fan of Scott’s, was planning to attend and bring his famous brother Mike, who was then providing great soundtrack exposure for many ‘60s-inspired bands in his Austin Powers comedies. They wound up missing the gig, adding yet another “what if” to Scott’s career.

Even some of the dependable cities didn’t come through for the new band. In Boston they played at TT the Bear’s Place, a hotspot that happens to be situated right next to a larger music venue, the Middle East. The Loud Family turned up for their show at TT’s and saw a line around the block—only to find that it was for Buffalo Tom, who were playing next door. “They must have put a sign up there saying, ‘Not the Loud Family,’” Scott told me that night.

Once again the band’s refuge would be the studio. This lineup’s two albums, *Days for Days* and *Attractive Nuisance* were bookends: the first was a new beginning, the second an ending. In both cases the band would create something of its own, standing apart from the rest of Scott’s catalogue. *Days for Days* stands in particular as the album of Scott’s that had the least to do with the previous one: after the purposely jagged sound of *Interbabe Concern*, this one was lush and inviting. “Recording that one was a joy for everybody,” Gil recalls. “But it sounds so different from *Interbabe* that I was worried the fans would hate it.” There’s a lot of melody and not coincidentally, a lot of keyboards: Alison wasn’t shy about taking her place as a central player.

“I got over my initial feeling of ‘Pinch me, I’m in a band with Scott

Miller,' and I did find myself challenging him," she says. "I'm a little pushy, so I had to needle him about certain things when we started writing together—not about the lyrics, because to me, that's disrespectful; I'd only hear about those at shows when fans started to ask him. But I'd say something like, 'Why did you just throw so many chords into that song?' And he'd say, 'I don't know, it's just what I have to do.' He always made me think of someone like [ex-Raspberries leader] Eric Carmen, the little boy with the aggressive pop edge. I just don't let anyone be inscrutable. I always kind of break people down. Scott was always warm and fun and direct about what he wanted, but of course he's just not a normal dude."

Scott not only cut his bandmates into writing the new material, he tailored the songs with their personalities in mind—Alison's exuberance, Gil's heart and Kenny's technical skills. "That's how Scott worked, he'd look at the band and see what he was working with. 'Here's the chemistry, here's the ingredients I have. I have this drummer who is all heart, all feel. I have this girl who's flying by the seat of her pants and loves to sing crazy harmonies,'" says Alison. "I don't think Scott had any specific agenda, but he saw what he could do with us."

Days for Days is a deceptive album: on the surface it's bright and melodic, harking back in spirit to *Big Shot Chronicles*, but the lyrics are some of Scott's densest and at times most despairing. (Appropriately enough, the front cover is a hill of beans—i.e., something meaningless—photographed in the brightest of pastels.) It somehow makes sense that the most upbeat, energizing song on the album, and one of the catchiest of Scott's later period, is called "Deee-Pression"—a song that flat-out celebrates dark mood swings (and musically seems to celebrate the Pixies, with Alison doing a Kim Deal-like vocal turn). It's one of the songs that fans have picked over in retrospect, but Alison cautions against doing that: "Really, that doesn't work. It's like trying to anthropomorphize an animal. To me 'Deee-Pression' is super fun, it's sort of a petulant child song—'fit of depression right now!' Like stomping your foot and saying 'nyah nyah, I'm going to have a depressive fit right now and everybody's going to pay attention to me.' That's a great example of Scott's sense of humor. People express all kinds of things through their art, and a lot of those things are temporary. So I would say to

stop looking any harder, and just enjoy the beautiful artistry of the work."

Still, parts of *Days for Days* are heartbreaking if you look close enough. "Cortex the Killer" opens the album with one of Scott's indelible hooks and a lyric that manages to rhyme "felt pens" with "Boris Yeltsin"; the Neil Young joke in the song title surely didn't need explaining. While the lyric is full of clever internal rhymes, the mood is heavy with foreboding, bringing thoughts of King Lear surveying his wreckage ("I'm out in front of awful weather, trying to hold together air that barely clings/My empire and any autumn/Day are getting thought of as different things"—in this context, the punning title becomes less of a joke). "Way Too Helpful" really is about depression, an achingly sad tune that harks back to "Together Now, Very Minor." At the other extreme are "Mozart Sonatas" and "Why We Don't Live in Mauritania," both full of joyful exuberance (and in the former, full of tough-to-master time signature shifts). The latter sports a more innocent Game Theory-ish sound, with a lyric that really does explain why we as a culture didn't wind up living in Mauritania.

"Crypto Sicko" marks his wife-to-be's first appearance in a song, at least by name: "Kristine, tell me to be quiet/'Cause I've got some quiet to say/And I'm not sure I know/How to get out of its way." But even the object of that verse never got a full explanation of what it meant. "Respect and privacy for creative endeavors was just a natural arrangement and understanding Scott and I had with each other," Kristine says. "I first heard it during a sound check for a Loud Family show; I recall no prior discussion that spawned the mention of my name as part of the lyrics of the song. After that sound check, Scott came over to where I was sitting with a big grin on his face and said, 'Did you hear your name in a song?' That's when I knew that my name appearing in a song called 'Crypto Sicko' was not unflattering to me.

"I came to understand that it was Scott's call for an intervention from me concerning his tendency to over-analyze, his occasional inclination to proselytize, and his difficulty and sometimes complete inability to access and express his more vulnerable emotional side and his feelings. I suspect he knew being so cryptic was not ideal

for nurturing romantic relationships and considered it a problem he struggled with and one which he hoped I could see past. Of course I did as I married him a year later."

The album closes with an epic: "Sister Sleep" is Scott's longest studio track at 8:25 and perhaps his most Eliot-inspired lyric, a quilt of images that begins with a late-night phone call and ends with an epiphany. In between come visions of ninety evenly-spaced people marching down Haight Street, an icon of Hitler flying through space, and the singer desiring a kiss from the elusive Sister Sleep. All of which leads to the resolution: "There's no way to a quasar/ They're flung out from us too far/Just by chance, maybe not more/ We can touch what we live for." You can decide whether the narrator achieved the revelation he was chasing. The music is far more straightforward, growing out of a Neil Young-inspired after-hours jam that Scott and Alison struck into one evening.

The completed track gave longtime friend Jonathan Segel his one chance to play on a Scott album. He connected with the band at Spaceland in Los Angeles, a night where he recalls Scott indulging a stoned musician friend who insisted on telling and re-telling the same anecdote. "After that, Scott asked me if I could record something from a distance. He sent me some rough track separated out on ADAT. I played guitar, bouzouki, violin, whatever seemed to fit, and I was honored that they used some of it."

The final touch for the album was another of Scott's trademark sonic mindfucks: a set of untitled tracks that appeared between the album's official songs, in which elements from the main songs were cut-up and reassembled, with new vocal melodies added. In contrast to the connective pieces on *Lolita Nation* and *Plants and Birds*, which commented lyrically on the main songs, this was more about sonic disorientation. Alison was the one band member who chose to join Scott in the studio during the weekend where he put all of these bits together. "That was a special weekend because I got to sit with him in the studio and do this project. [Engineer] Tim Walters had access to the studio after-hours, so he offered it up to Scott to mess around. He wanted to take things we'd recorded, make these bridges and that took things from the songs and did something weird with them. Of course he was an engineer, so sometimes he'd

create these little diagrams of what he wanted to do." Gil and Kenny were blissfully removed from the process, at least until they were told they'd have to learn some of the new pieces and recreate them onstage.

The most grabbing of the interstitial bits was the opening one, a bit of sonic mischief where a cut-up "huh-huh-huh" vocal sample glides and swirls around a synth-scape for a full two minutes before it resolves into the hook of "Cortex the Killer." Explains Alison: "That was Scott saying, Okay, how long can you take this thing before you need resolution? How far can I push you?"

Days for Days was released in May 1998, nearly coinciding with Scott's engagement to Kristine. That summer saw her mother go into hospice, a painful time for all concerned. Kristine's mother was only 60, young enough to be a fan of Scott's music and to attend at least one Loud Family show. "She always enjoyed a trip to the record store, and on one of her shopping trips, she picked up her own copies of *Plants and Birds* and *The Tape of Only Linda*. She and Scott had become great friends," Kristine recalls. In August Scott took Kristine to a Negro Problem show. "He was acting a bit unusual and I joked, 'What is going on with you…you seem like you have a favor to ask or something.' He said, 'Well, actually, I do.'" He produced an engagement ring and Kristine accepted. Kristine's mother lived to give it her blessing but passed away a month later. The couple were married just over a year later, on August 21, 1999. "The ceremony was in the backyard beneath the large, shady apple tree of my childhood home overlooking the water, just as my mother had thought would make a nice wedding location," Kristine recalls.

If Scott's personal life was seeing new beginnings, the Loud Family's future was getting less promising. The Alias label was winding down operations as its owner was ending her marriage and preparing to leave Los Angeles. The band was still committed for one more album and follow-up tour—and while Alias would have probably been willing to overlook it at this point, Scott saw the contract as an obligation, and probably as one more chance to get it all off his chest. "He was very by-the-book with anything contractual, and the Alias contract called for a certain number of

tour dates behind every album," notes Sue Trowbridge.

Released in February 2000, *Attractive Nuisance* was another shift: as raw and jagged as *Days* was lush and pretty. Given the situation at Alias, it was made in the least promising circumstances possible: the recording budget was bare-bones, and there was a smaller staff left to promote it (and sure enough it sold miserably, fewer than 2,000 copies). Gil attributes the album's darker sound to their use of a studio with less natural brightness—plus the drums were recorded on two different weekends, hence two different drum sounds. Scott hinted at various times that it would be his last for the label, the last with the Loud Family, maybe even his last overall. "It really became obvious that it's time to put this fucker to bed," is how Gil puts it. For once there's no concept and no connecting theme, other than the flaunting of imperfection—if *Interbabe* was crafted to sound like an outburst, *Nuisance* really was one. Which ironically made it one of the band's more accessible albums, and maybe its hardest-rocking one. Once again Scott was making use of the tools he had at hand—career frustration being one of them.

With the band recording more-or-less live, their mid-'60s garage and psychedelic leanings come through more clearly than usual (two song titles reference cult classics from that era: The Youngbloods' "Darkness Darkness" becomes "Blackness, Blackness" and Love's "Signed D.C." becomes "Soul D.C."; and their respective moods of late-night desolation and hellbent urgency are maintained). Alison gets two lead vocals, including her own "The Apprentice," which she argued against including: "I didn't want to be that other person who had to have their song on a Scott record, and I don't want my Scott diluted by anything else including me." Fortunately she was outvoted; it's a snarling rocker that fits in perfectly.

The album is full of purposely ragged touches—a vocal that cuts in and out of "Controlled Burn," as if the mic were shorting out; a jarring tempo shift on "No One's Watching My Limo Ride" and an exaggerated burn-out ending on "720 Times Happier Than the Unjust Man"—plus a lot of the snottier vocal tone Scott adopted on *Interbabe* (the latter song's title comes courtesy of Plato's *The Republic*, which calculates precisely how much happier just men are

than their brethren; the song charges out with an "I'm just and you're not" type attitude). "Nice When I Want Something" may be the band's single most eccentric arrangement, with a wild guitar solo by Mike Keneally (who in a previous life was probably the biggest Beatles fan ever to play with Frank Zappa), and a crazed out-of-nowhere drumroll from Gil. "When Scott told me to play that I said, 'You're insane.' Onstage I had to wait for a visual cue to crash back in. Sometimes it worked." Interestingly, Mike Keneally, who came into the sessions via Kenny, first heard of Scott via the Tower *Pulse!* article where Aimee Mann dropped his name. Keneally borrowed Scott's Gibson SG and dashed off three back-to-back solos, which Scott edited together for the finished product.

The closing track "Motion of Ariel" encourages speculation that Scott intended to sign off with this album, the title being a reference to Shakespeare's final play, *The Tempest*. But though it sports one of his trademark aching melodies, it's not the epic "Sister Sleep" was: less a philosophical summing-up than a summary of his gripes at that moment. As a final statement to Scott's career, "I don't know what the radio wants" is a bit feeble. But as the sign-off to an album of liberating bad temper, it works great.

Tempers frayed some more on the ensuing tour, the most discouraging one any of Scott's bands ever did. Attendance had dropped off badly, and the tensions between Kenny and Gil got worse. To Gil's embarrassment, the onstage meltdown happened in his hometown of Charlotte. "My brother, my sister and everybody was there. I thought we were playing fine, but I was on edge about the tempo thing. And I remember one song where Scott started giving me a speed-up look, at exactly the same time Kenny was giving me a slow-down look. I just dropped my sticks in the middle of the song and I said, 'Count again, motherfuckers.' Kenny was furious, and I was sick of trying to be a robot drummer. I spent the rest of that tour just wanting to throw my drums out." They did part as friends years later, when Kenny apologized to Gil at Scott's memorial.

Adding insult to injury, the band couldn't get booked for its usual San Francisco homecoming gig. "That was a real killer," Gil says. "We did have some fun, believe it or not, but it's mostly the bad

moments that I remember—like showing up in Austin and seeing twelve people there. And sure, it was twelve people who loved us but I remember it being depressing. So it made sense to me that we went back to our lives after the tour was over." According to Sue, "The tour really couldn't have ended on a more depressing note."

Just as Game Theory had nine years earlier, the Loud Family played an anticlimactic final show in Los Angeles. The venue was Spaceland on April 29, 2000; and thanks to a booking snafu they wound up in the middle slot instead of headlining. The abbreviated setlist managed to include most of the band's darkest and heaviest songs—even opening with "Slit My Wrists" before proceeding to "Nice When I Want Something," "Blackness Blackness," "The Waist and the Knees" and "Motion of Ariel." Kenny recalls a moment during their set-closer, "Sister Sleep," which ended with an instrumental keys/bass/drum coda. "Scott didn't play on that part so he'd come up with a piece of stagecraft to take off his guitar, lay it down flat on the stage and walk off while we finished playing the song. The audience was clapping, but we knew that was the end of 18 years of Scott brilliantly leading Game Theory and the Loud Family. It was a poignant, sad moment that I'll always remember."

Yet Scott never formally disbanded the group, which led to some confusion—especially with Alison, who always hoped to get called up again. "I knew we'd made our last record for Alias but I thought I'd continue to have a creative relationship with Scott. I know he was frustrated because the tour lost money, we didn't get a good show at home, it wasn't a great tour. But as far as I was concerned the Loud Family still existed." She adds that the radio references in "Motion of Ariel" were close to Scott's feelings at the time. "I feel that for all his confidence as a songwriter, he didn't have a lot of confidence in the marketplace. He was always looking outside for validation, and in a way that held him back as an artist. I always wanted to tell him, 'Just write the songs and don't worry about who's going to buy it.' But he felt that he had to hit a level of success or he just wasn't doing it right."

11

What Happened

To the fans who were still paying attention, it seemed that Scott did something dramatic after the last Loud Family tour, laying down his pen or his keypad and retiring from music—referencing *The Tempest* on the last song on your last album will create that perception. But the change wasn't quite that ceremonious; the one thing that formally ended at this point was the contract with Alias, and it was undecided how (or if) Scott would proceed as a musician. "Scott never said he was done with music," says Kristine. "He would occasionally pick up the guitar to play riffs and work on bridges to songs that were in the works for years."

He did manage a few hometown gigs every year, either solo or with informal bands—which could include all of the last Loud Family, or newer musical friends like fellow Bay Area songwriters Anton Barbeau and Bradley Skaught. But the band's name was pretty much retired, and so to some extent was Scott: he never performed outside California again (or much outside the Bay Area, save for a few appearances in Sacramento and one in Los Angeles). Nor did he make another album as a bandleader, and only five more original songs would ever be released. Though playing music was always going to be in his blood, there was a shift of priorities: the *Attractive Nuisance* tour had been the last straw, and the lack of a homecoming show especially stung. "He definitely had this attitude of 'the people have spoken, and they don't think I should be doing music,'" says Sue Trowbridge. "But he'd been doing music for so long that he couldn't hundred-percent stop it. It was such a part of who he was that he needed to keep it going in some little way."

The real-life concerns of work and family were beginning to take precedence. After the brief Lucid layoff in 1994, he'd begun a new career at another Silicon Valley technology firm, Objectivity Inc., where he'd risen through the ranks and moved into management—first as the manager of Java development in 2001, then as the manager of development and technical publications in 2006, and finally as director of those departments in 2009. According to

Scott's résumé, "For sufficiently complex data, Objectivity/DB can be the world's fastest and most scalable database software, with key solutions at Ericsson, Siemens, Lockheed, Northrop Grumman, SLAC [that would be the Stanford Linear Accelerator Center, a two-mile particle accelerator that runs underneath Highway 280] and a 'widely deployed mission-critical analytical system' acknowledged by the U.S. government."

Among Scott's accomplishments at Objectivity were one invention that was granted a patent, and identification of viable subject areas for two others. (According to Kenny Kessel, who also works in the technology realm, Scott's patent was "a strategy for database storage, an advanced algorithm for searching and storing data.") His résumé listed other accomplishments including "presented at conferences, wrote and staged review for many functional specifications and test plans"; "designed and implemented solutions to some important ODBMS (Object Database Management Systems) industry-level problems" and "recruited chief architect; structured separately managed kernel, languages, and publications groups; supported sustained year-to-year company profitability."

One immediate benefit of not touring with the band was that he could take vacation trips to Europe with Kristine; they toured architectural sites in Greece during 2000 and then traveled throughout Europe in 2001, where they found themselves cruising the Rhine in Germany during the 9/11 attacks. Their home life was still built around weekly coffee and bagel excursions, museum, movie and club-going, and taking care of pets—the family now included Kristine's tortoise George, and Scott revealed another talent when George got a respiratory infection and had to be given antibiotic injections. "He only missed once and liked to tell the story of how remarkable it was to see the needle bent at nearly a right angle from her tough scales," Kristine recalls.

Ironically enough, the later stages of the Loud Family would be the only ones to get captured on an official live release. The first posthumous CD, *From Ritual to Romance*, was largely recorded on the *Interbabe* tour (with the Mike Tittel/Paul Wieneke/Kenny Kessel lineup that never made it to the studio), with a few added tracks from the following *Days for Days* era. Next came a DVD (*Live 2000*)

taken from the final tour, shot by Alison's husband, filmmaker Danny Plotnick. Both capture the attributes of their respective lineups: the CD band is all muscle and intensity, the DVD shows the final band's touches of sunshine (and a few endearing moments of Scott interacting with fans), all suggesting that the last tour could have been more fun than anyone remembers. And the band's impeccable taste in cover tunes is finally brought to light: the CD begins with Brian Eno and ends with My Bloody Valentine, thus bridging 25 years of glammy psychedelia. On the DVD, the dB's "Tearjerkin'" and the Moody Blues' "Story In Your Eyes"—two songs from very different pop universes—are treated like the great emotive outbursts they are.

Neither of those projects was promoted with a tour. Any fan who asked Scott if he missed making music would be assured that no, he didn't. But just as he never completely made peace with stardom or lack of it, his feelings about whether he missed band life or not would shift over time. I posed the question in 2003 on the Ask Scott page—specifically, I wondered if the songwriting reflex ever still worked, if he'd bother getting a tape machine out if it was 3 AM and a great bit of melody popped into his head. And since he'd spent so many years channeling his life into songs, I wondered where the energy might be going now.

In response he wrote, "I used to be somewhat infatuated with the idea that I was skilled as a songwriter, and felt writing was part of the holy process of increasing my fame. These days I'm sufficiently disabused of the impression that I owe it to us all to battle for a place in the music business that I don't just reflexively dump a bunch of energy into a song idea anymore. The ideas still come regularly enough, but now the reflex is to just count to ten and go do something useful, like my laundry. If it's a particularly stupendous idea, I'll record a little piece and jot down a lyric.

"Let's say for the moment that despite popular consensus I'm a worthwhile artist, and despite even minority consensus my later material is exciting and worth following. I sort of have to hope that enough people miraculously arrive at that conclusion to even pretend that the pop music deployment mechanism is worth my cranking it up again on what will be even later material. W.H.

Auden can write later poetry that people think is disappointing until 25 years after he's dead when they start to get it, but the kind of arty pop music I do just isn't going to have an audience of any kind unless it's part of some kind of ephemeral, fad-thinking at some level—let's not kid ourselves. But to answer your question, I find that the songwriting energy is in fact resulting in laundry that is better folded, and less frequently overdried."

The fact that he hadn't definitively answered the question was easy to miss, unless you could really accept that he'd traded deathless hooks for tidier underwear. And a few fans took heart at the notion that he had at least jotted down some lyrics. Harder to overlook, and harder for a fan to answer, was the amount of defeat in that post: Scott's humor at his own expense was familiar enough by now, but here he was explaining—and apparently really believing—that he no longer needed to make music because he wasn't that good at it in the first place.

That at least wasn't his attitude all the time. In fact, the muse was showing up more often than he let on, and the possibility of new music would be broached a few times. As early as January 2002, he sent word to Sue Trowbridge that "I am writing some material I think is quite good. I'm not finishing anything in earnest, but every now and then I get one of those streaks, and this is a pretty good one as they go. I have no idea what I'll do with any of it." That same email also contained a bit of more pressing news: Kristine was expecting. That would ultimately be the best answer to the question of where Scott's creative energy went. "It's possible that any creative longing he had in the past that he filled with writing music was not as vacant when he had a family including two talented and engaging daughters," says Kristine. "But he never vocalized any such thoughts. It was clear he enjoyed his family life and his engineering career, and still his enthusiasm about music remained unchanged."

Valerie was born in 2002, Julianne three years later. Friends noted that they evinced the creative attributes of their parents: Valerie was inquisitive and sharp-witted while Julianne was graceful and a born performer. Says Bradley Skaught, "Valerie can be uncanny in her Scott-ness; she could get inside the humor of a phrase and a

metaphor as soon as she could talk. And Julianne is more the dancer and the show person." Says Kristine, "Scott and I often thought of Valerie as our heart and Julianne as our light. I think he agreed that their roles crossed over to that of the other sibling, but generally, those were accurate descriptors for what the girls brought to each of us and our family."

Scott became a father relatively late in life, age 42 when Valerie was born, and embraced fatherhood as a new set of skills to learn. As an only child he'd never dealt with a new arrival, and most of his adult life had been spent with rock musicians—which, despite any obvious jokes, aren't quite the same as children. "It was a new thing for him, a totally different way of being," Bradley notes. "He sat down and thought, 'Okay, so how do I go about being a dad?' He approached his job that way, but this was a much greater effort—a 'this is what I have to do' thing with a lot of sincerity behind it. It was great to see, because he was initially very awkward. He came in with no idea of what relating to a kid was like, how the conversations would go, but he picked that up very quickly. Watching children develop was perfect for him because he loved learning processes. So his first bond with the kids was in sharing their learning—he was learning to be a dad at the same time they were learning to become little humans."

By all accounts, Scott took brilliantly to fatherhood. "His interest and love in the care for pets and animals ever since I knew him meant I never thought twice about what kind of father he would be," says Kristine. Indeed, raising two girls proved the perfect jumping-off point for the playful side of Scott's imagination: he invented games for them to play as toddlers (Kristine recalls a particularly good hippo impression that he did with their animal-shaped teething rings) and gamely pretended to eat the "cakes" that they made him out of shaving cream. As they grew older, the girls would play at being pirates in the yard. "Scott would say the appropriate pirate things and lead the girls on treasure hunts." Unsurprisingly he'd also take the lead in singing "Happy Birthday" when either daughter had a party.

Later he'd revisit his own childhood interest in creating art: "Whenever the opportunity presented itself, Scott would sketch or

draw something showing them his techniques for shadow, light source, and perspective. This first started when a daughter would ask me to draw something she enjoyed eating, like an olive. I would draw an oval and another circle inside to represent where the pit had been removed. Scott would get out about 10 different crayons, create a light source, put in a shadow and a highlight, and create 3D perspective using small strokes, different colors, and shading."

Kristine also recalls the girls taking after Scott in at least one respect. "Both girls grew to love imagination games and were always coming up with inventions. These were mostly ideas that were sometimes sketched on paper. They were always elaborate and likely inspired by the Tinker Toy creations. At their request, Scott helped them make a 3D robot out of paper. He did think a stick was required to support the arms and I remember him comically searching our backyard for such an item: 'Come on, it's a yard… there has to be a stick!' He also could not turn down their request to make a huge rocket ship out of some large cardboard we had acquired for some reason. He made shoulder straps inside and a window for the cone-shaped rocket so that the girls could wear it and run around the yard."

The concurrent change in Scott's mindset was that he was beginning to explore spirituality in earnest for the first time. For a new father, this makes perfect sense, but it had actually been brewing for awhile. He made an oblique hint about this on the cover of *Attractive Nuisance*, a pretty rustic scene that was in fact a dark joke: The location was the filled-in pool at Burnt Norton in the Cotswolds, the gardens of which figured into T.S. Eliot's "Burnt Norton" section of *Four Quartets*. At the time of the photo, the pools had been drained and re-landscaped following the drowning of a child in the larger pool—the scene was pretty but dangerous, thus an "attractive nuisance." To figure where Scott was heading, look past the macabre reference and toward *Four Quartets* itself: Eliot, who had challenged religious faith in earlier works, was now allowing the possibility of spiritual transcendence, of a peaceful relationship with nature and with God. Scott was at least considering the same possibility.

But he was making the journey in his characteristic style: instead of

going to church and picking up a set of beliefs, he was putting together his own. He ventured deeper into Eliot, and to the philosopher René Girard, both of whom informed his version of Christianity. He gifted at least one friend (Dan Vallor) with an audiobook by the California religious theorist Gil Bailie, who in 1992 analyzed *Four Quartets* in terms of the Christian mysteries in the modern world. He went on a couple of academic retreats around Girard's work, and began studying the Gospels as well. When coworkers went on business trips to Paris, he requested that they bring him back works of Girard and Jean-Paul Sartre in the original French.

"He began to identify as Christian in a sense, though not a practicing one," says Dan Vallor. And it's worth noting that Scott focused on the underlying humanism in Christianity, something not necessarily tied to institutionalized religion. "It seemed he was interested in the social justice aspects. Girard writes about scapegoating and the memes of victimization, and Scott was very much interested in Christ as a voice for the disenfranchised and the abused. There was always an element of charity; those arcane ideas about fairness and kindness enveloped a lot of our conversations. But when Scott talked about religion, I never heard the word 'sin' come out of his mouth, or any presumption of heaven and hell. I don't think he believed there was a hell. But moral virtue (in a humanist sense) and social justice were becoming his overarching ideals." Adds Bradley Skaught, "He began to build a way of thinking around his ideas of the Gospels. For him it was a way to gain more understanding, and better tools for having relationships with people. I don't think it had much to do with churchgoing." Recalls Gil, "There were a lot of heavy thinkers hanging around Scott, a lot of philosophy and religion being discussed. Sometimes I'd have more fun hanging out with Kristine and the girls."

Claudia Gonson, the Magnetic Fields member and manager who was a friend from Game Theory days, recalls a conversation with Scott while walking in New Orleans, when their bands appeared together on the last Loud Family tour. "He got onto a topic that apparently was of real interest to him, about René Girard and the idea of Girardian triangles. This has always stuck with me. The basic premise, if I recall it, was that that when two sides are caught

in a deep battle, they will continue to fight forever unless some dramatic third point can cause such massive destruction that it causes both parties to spontaneously subside. The classic example would be the crucifixion of Jesus, I suppose, in that it terminated the rivalry between the Romans and the Jews.

“But the example he mentioned which struck me was about Hiroshima. This has been said before, of course: that had the bomb not fallen, many more millions would have died. As a hippie pacifist myself, it’s hard to rationalize Hiroshima. I remember feeling conflicted about it later. I wasn’t sure if Scott was trying to relay some conservative political agenda to me, or some other hidden message. Now that I look back, I think mainly he was just really intrigued by the power of the ‘third point,’ in a geometric way. I too, find this really interesting, in the smaller lens of the psychology of relationships. I have always regarded binary relationships as inherently combative, but if you can introduce a third point of contact, it can dissolve that tension. That’s the thinking behind mediation in couples therapy. What Scott seemed to be really turned on by was the power of this kind of geometry in social and political relationships. It shows how his mind was so mathematical, and his thinking worked in terms of geometric structures.”

Aimee Mann recalls an email exchange, circa 2012, that was likely related to the spiritual research he’d been doing. “We were talking about a record I’d made [*The Forgotten Arm*] that was all about addiction. He was saying that he related to this topic in a way. When people are involved in a drug addiction they think that everyone else doesn’t get it, they’re in this private world and the outside world doesn’t see in. And Scott said that when you’re trying to do something good and to be a good person it’s the same way, the outside world doesn’t get that either. I thought it was a really good analogy to draw.”

Scott was in fact considering a book that would outline his philosophical ideas—one that he saw as the next logical step after a book about music. As he told *Rocker* magazine’s Erin Amar in June 2011, “I’d like to write a book that tries to synthesize spiritual thought and rational thought into a coherent logic. It’s actually close to the problem of finding criteria to compare pop songs at

different extremes of mental ambition. In both cases, I feel like everyone in the world thinks it's always a matter of comparing apples and oranges, and I'm always the one who thinks that it's not, it's completely fine to compare oblique approaches. John Cage and the Ramones are for normal human listeners, it's not like the same person literally can't understand both, like you'd actually have to be a university professor for one and a high school dropout for the other. In the same way, one day people will be Mr. Science-is-all-there-is, spirituality was invented by a manipulative priesthood, and in another context they'll turn into Yoda, and Western rationality is a composed consensus reality, and you've got to let go of your uptight structured outlook, and speak from the heart, not the head, and all of that. But the two just literally don't acknowledge each other, and there really needs to be a book to get the two halves of the same person out in the open and communicating." It was another promising project that never came to fruition.

Scott also held a tennis club membership and became an avid player. This was perhaps the most obscure thing that he and Alex Chilton had in common—and Ken Stringfellow, one of the few people who's played with both, says that Scott was the better tennis player. "He was definitely more serious about it. I also found that Alex and Scott were both into some fairly esoteric slices of knowledge—Alex went through a phase of reaching Wilhelm Reich and pushing those books on everybody he thought should be interested. Scott really wanted to get me into *Things Hidden [Since] the Foundation of the World* by René Girard. From what I understand it looks into the universal and fundamental originals of what would lead to things like the Christ story. But mainly we talked about music and the things you'd talk about with your friends—it didn't seem to me that he was into some Socratic sequestering into a deep analysis of reality."

Film also remained one of Scott's passions, and fatherhood prompted him to get deeper into Japanese animation, especially the work of Hayao Miyazaki. "Scott taught our daughters a lot about art appreciation by pointing out the skills and talents of the artists who created such realism in animation," says Kristine. "We often gave copies of the films to the girls as Christmas or birthday presents. They weren't records, but we taught them how fun it could be to

collect things they value and enjoy." One year for Halloween, they even carved pumpkins to represent various Miyazaki characters. When Kristine returned to teaching a weekly ballet class, two years after Julianne's birth, Wednesday became Scott's night to watch a Disney or Miyazaki movie with the girls, and show them how to make pulleys or cars out of Tinker toys.

Another of his passions was, oddly enough, laundry—so the post referenced above about trading music for housework wasn't as self-deprecating as it seemed. "We really delighted in accomplishing simple household tasks. He did all of the laundry except mine, which I simply didn't think necessary for him to do for me. I remember one Sunday afternoon, as I put a wad of freshly laundered blankets and sheets on the bed, Scott offered to help me put the bed back together. As we untangled the pile, we noticed the sheets were still a bit damp. He looked at me and smiled and said, 'You're not very good at this, are you?' I laughed. After years of marriage, it was flirtatious, and I sensed he actually thought my laundering error a bit charming." The situation was reversed one night when Scott asked Kristine how to post a photo on someone's Facebook wall. "I looked at the pile of books and I said 'Really? Java, Perl, C++… and you need me to tell you how to put a link on a wall?' And once he asked me if I knew where the search box was on the YouTube app on his phone as he'd been looking for it with no luck. I took his phone and found the search box immediately. He simply said, 'Fuck you.' I laughed and said I took it as such high praise."

And of course there was music, and if anything, Scott became more engaged as a listener and fan during the break from performing. Bradley Skaught has fond memories of their regular music hang-out nights, where they'd haul out the beloved vinyl over wine and Chinese take-out. "It lasted almost a decade. And it was our chance to be total music nerds. We didn't have to converse with anyone else, we'd just take the longest route possible to the restaurant and just play stuff in the car. And when we got home, we'd eat and drink and then pull the guitars out. It was an extension of this ongoing conversation that we had about songwriting, which was something we were both personally obsessed with. Playing acoustically together was an extension of that—Kristine probably

videotaped us playing 'Cinnamon Girl' together at some point. That one was always a crowdpleaser in terms of our families."

The most hallowed favorites would come up for regular scrutiny. "We talked an enormous amount about Bowie—one week it would be a phrase in a song, then we'd get into chord progressions, like 'Did you notice this change in "Diamond Dogs"?' He was also a huge Chris Stamey admirer; we spent a lot of time on the song 'Of Time And All She Brings to Mind.' Dylan came up quite a bit, and of course Alex Chilton—and the more we got into Morrissey, the more enamored we both got." Scott also officiated Bradley's wedding in 2007, perhaps the first wedding to include "All the Young Dudes" in the ceremony. "He really should have married more people," Bradley figures.

That kind of dialogue got glorified and magnified in Scott's book, *Music: What Happened?,* published in 2010. The title was borrowed from a notorious Elvis Presley exposé, but Scott's intent is just the opposite—to look at what went right. The book grew out of lists that he originally wrote for the Loud Family website, picking the best songs from each year of his life (and in the book three extra ones, starting at 1957); each year's playlist is designed to fit on a single CD. What follows is a personal endorsement of each track, full of insight and epigrams. (His observation about the Pixies—that they "oppos[ed] the '80s tyrannical moratorium on frequent or challenging chord changes"—is so on-target that I'm shocked I never saw it elsewhere.)

The book also argues for a fresher approach to rock criticism, one that incorporates specific musical detail to explain the visceral kick of a particular song. "Readers actually want a critic to be their friend by listening through stylistic boundaries with special gold-seeking ears," he tells Bob Lloyd in the foreword, "reporting on how they unexpectedly turned into a love-struck adolescent over a vocal harmony or a piano run, in circumstances that make no demographic sense, and that the only words of value are that whatever it was happened on that A-minor in the second measure of the chorus."

Hints of Scott's personal trajectory are certainly there: in 1997, the year romance blossomed with Kristine, he picks Hanson's

“MMMBop” as the number one song. Most of all, though, it lays out his individual aesthetic, paying no attention to the boundaries of high and low culture or what’s hip/respected and what isn’t. In 1976, for instance, he puts Joni Mitchell’s “Song for Sharon” (from her personal jazz odyssey, *Hejira*) right behind the Sex Pistols’ “Anarchy in the UK,” arguing that both can be appreciated in one breath (something virtually nobody was prepared to admit in ‘76). During 1963—a year that finds room both for John Coltrane’s “Afro Blue” and the Crystals’ “Da Doo Ron Ron”—he comes up with an entirely convincing intellectual argument for why the year’s most important record was the Trashmen’s “Surfin’ Bird.”

He likewise finds equal love for records whose appeal is largely cerebral (placing Bowie’s “Sweet Thing/Candidate” in the company of James Joyce and Charles Mingus) and purely emotional (saying of one favorite record, “The first time I was intensely in love, I woke up with this song in my head and it was all clear.” Everyone has a song they can say exactly that about, but in his case it’s The Kinks’ “You Really Got Me”). And though the book’s only about songs he admires, no true fan can resist the occasional impulse to get cranky: praising a track from David Byrne and Brian Eno’s *My Life in the Bush of Ghosts,* he notes that it “inspir[ed] a host of more recent musical developments I’m not even fifty percent sure I like.”

What you won’t find in *Music: What Happened*? is much talk about how any of these beloved songs inspired anything of Scott’s own—here he’s purely a music theorist and fan; but the book is implicitly about how life’s made fuller by great pop music and intense appreciation thereof. As such, it’s the only major work of Scott Miller’s that’s joyful from start to finish, evincing no angst whatsoever. Except of course for that over whether “Louie Louie” should have figured higher in his 1963 list.

12

About Rocks Off

It was just one of those spontaneous fun things that you can catch at a music club if you're lucky: now pretty much retired, Scott made it out to Sacramento to catch a show by his friend and fellow sophisticated pop songwriter, Anton Barbeau. The two wound up onstage together doing the Rolling Stones' "Rocks Off," but somehow it felt like more than just a tossed-off cover tune. "My memory was that it was just magic, the Stones would have been jealous," Barbeau recalls. "And I barely knew the words, so I'm sure there was a lyric sheet stuck to the mic with chewing gum. But we got to sing into the same mic, feeling like we were Mick and Keith."

A few in attendance, Scott's wife Kristine among them, urged them on the spot to take it to the studio; the eventual result was Scott's final completed album and his first set of new songs in six years. And while *Attractive Nuisance* was a ceremonious farewell, this wasn't a ceremonious anything: *What If It Works?* was as close to informal as a Scott record ever got—a good-natured pop album rather than an epic.

Barbeau had been a kindred spirit for years, having introduced himself to Scott after catching a Game Theory/Robyn Hitchcock & the Egyptians double bill in 1988. "We're both from Sacramento so I used to hear Game Theory on the Davis station in the early days," he recalls. "And I got to see an early show of theirs with Thin White Rope—now there's a double bill. I saw Scott and my first reaction was, I want to be him! The songs were so catchy and there was great pop music within the mess of it all; and he was this brainy character who wasn't coming across on some macho trip—I was pretty gangly myself, so I could relate." When he finally introduced himself in '88, Anton handed Scott a cassette he'd made with his band the JoyBoys, and was rewarded with an enthusiastic phone call the next day. Scott offered his services and wound up producing a track for Barbeau called "All I Need Is Everything"—which coincidentally had nearly the same name as an early Game Theory track.

“He was more technical than anyone I’ve ever known,” Anton recalls. “He could pinpoint a frequency with startling accuracy, but then he’d relate that to a pop song reference—for instance, he’d say, ‘Let’s tone that down 14.6k, take a little shimmer off that, and make it sound like it’s on *Revolver*.’ As a producer I remember that he used a lot of compression—he just squashed everything, but in a way that made my voice jump out.”

Their friendship grew over the years, and Anton was there to help Scott get through the breakup with Shalini. Scott wound up at his house that Christmas, and Anton has a fond memory of Scott picking up his 12-string and playing “Just Gone,” Anton’s favorite song from *Interbabe Concern*. “It was a dark time for him, but you could feel there was something very controlled about the way he expressed his feelings. We had a certain humor between us, and maybe that was the place we could get to the heavy stuff without being heavy. Maybe by brushing or laughing it off, we could weave our way through conversations where there was humor. I think that’s where our closeness always lived.” And in terms of bonding, both being record collectors surely didn’t hurt. “Scott would say, ‘What, you don’t know *Loveless* by My Bloody Valentine? Here, have the CD.’ He got me into *Exile on Main Street* the same way, and I’d never even heard ‘Rocks Off’ before he gave me the CD.”

If *What If It Works?* began as a casual record, the challenge would be keeping it that way. And that meant pushing against Scott’s usual way of making records. Recalls Anton, “We started off by doing the drumming, getting the bass, doing the basic tracking like you always do. And then I said hey, shouldn’t we just get on the fucking microphones? I was really pushing for the togetherness vibe. I thought we should sing into the same mic, but the studio had a beautiful selection, so we found the perfect mics for Scott’s voice and mine. We wound up doing the vocals facing each other and singing live. And if there’s one thing I want credit for, it’s making sure that we sang together.” The high spirits around the album were evident in some of the tentative titles—Anton came up with *Men Within Hats, Geniuses in Pain, Sing Not the Hits of Chas & Dave,* and *Pink Side of the Moon*—given his love for Pink Floyd and Nick Drake, Scott of course preferred the last. Scott upped the ante with the titles *Rocky 2, Lords the Songs Taught Us,* and *Tribute to Rain*—

the latter, he admitted, only a good title if you knew there was a Beatles tribute band called Rain.

"Rocks Off" was naturally the leadoff track; Scott took a cue from Liz Phair's *Exile in Guyville* and followed that with "Song About Rocks Off," a seemingly unrelated song that answers Jagger's sexual bravado with a need for emotional connection—to these ears, it comes from a darker corner of the same party the Stones were at. (He explained online that it was "about my past vicarious reaction" to the Stones song, and he told Dan Vallor it was "basically about what it was like hearing 'Rocks Off' for the first time as a naive 13-year-old trying to make sense of the song's fairly sexually charged lyrics.") Scott took his pick from a batch of Anton's demos, including "Flow Thee Water," which has a few lovely traces of the Zombies and Left Banke, and the title song—which not only had the sound of a British Invasion track, but the romantic optimism as well. So they went to work on what was supposed to be a quickie EP, taking the pressure off Scott to bill this as a comeback album.

But that's what it inevitably turned into, as Scott's friends at 125 Records offered to finance and release the album and wanted more than a quick EP. "I don't want this to sound heavier than it was, but that's where it got a little frustrating for Scott," says Anton. "It stopped being this fun thing and started being about somebody else's expectations. He had two children and a heavy job and he was meticulous with his songwriting, he just didn't write songs to order. So in this case, deadline and structure were the two things that nearly stopped the record from happening." The first solution was to bring a third songwriter in for a roundtable-type album. Jeff McGregor from the Solipsistics was considered; so was Stew from the Negro Problem—both admirers of Scott's who would have likely said yes.

In the end they dug into their stockpiles for a few more songs: Scott brought in "Total Mass Destruction," an early Loud Family leftover. Two more covers were added: the Zombies' "Remember You" and Cat Stevens' "I Think I See the Light," on which Alison recreated the original keyboard part. (Anton suggested a Can cover, "Turtles Have Short Legs," which they never got around to.) Both writers came up with songs about pop: Anton had "Pop Song '99," a suitably

infectious answer to the R.E.M. song from the previous decade; and Scott had "Mavis of Maybelline Towers," seemingly an ode to the women who populate the songs we all grew up loving. Finally the two cowrote "(Kind of) In Love," a rare collaboration for each writer and a particularly sweet song for both. "I was keeping Scott's kids in mind; we were making a family-friendly record," Anton says. "We were treating it like Brill Building stuff, not anything grand."

So they finally had a ten-song album that both partners felt was strong and complete—except that it clocked in at 30 minutes, not quite a full album in the CD era. "I said, come on, *Hard Day's Night* is only 30 fucking minutes long," Anton recalls. Pressed for more songs, Scott's first reaction was to send Anton an email suggesting they abandon the project altogether. Finally they added two more songs, which they pointedly billed as bonus tracks. The two harmonized on "I've Been Craving Lately," a song Anton had already recorded but one that fit the still-upbeat mood of the album. And Scott came up with "Don't Bother Me While I'm Living Forever," the album's longest track by far. "I thought that was a response to the record company saying they needed more minutes on the album; just look at the title. And it felt like he was saying, 'You want a longer album? Fine, here's six more minutes,'" says Anton.

But in this case, score one for record label meddling, because "Don't Bother Me" stands as Scott's last great song. It's the album's only instance of his trademark bittersweet feel—on the surface it's about getting saved by love, but it still speaks of lingering hurt feelings (or maybe just pissed-off-ness at having to write another song). In either case it sports one of his indelible chorus hooks which is deployed beautifully, as the chorus gives release to a swirling psychedelicized instrumental. Anton made his mark playing "a lot of very stoned synthesizers" after Scott cut the basics—one of the few occasions where he allowed a collaborator to change one of his tracks. "We already had the studio time booked and Scott had gone home, so it was me and the engineer smoking a bunch of weed and saying, 'Turn on the reverb, man!'" In this way their working styles were quite different: never much of a drinker or stoner, Scott by now had adopted Red Bull as his drug of choice. "He drank a lot of

it. It gets you wired in a way that you can feel your brain working well, so I understand why Scott liked it." And during the sessions, Anton got the one big chance he'd yearned for as a fan: "I thought Scott was an utter genius and I kept hoping he would leave the notebook open so I could take a peek. And then he finally did…and it was incomprehensible."

The final question was how to credit the album: as far they were concerned it was a Scott Miller & Anton Barbeau album, but Kenny Kessel and Joe Becker were the rhythm section on most tracks, and Alison had played as well. And there were good commercial reasons to revive the Loud Family name, not least to avoid confusion with the other Scott Miller, the former V-Roys leader now working solo. So it was "the Loud Family and Anton Barbeau," a slightly confusing wording (and one that slightly rankled Alison, who still considered herself a full-fledged band member). "Again, this wasn't that big a problem, but I think Scott was just watching the way it turned into something we didn't really intend," says Anton. "It wasn't meant to be the return of the Loud Family—it was supposed to be, 'Here's a bunch of Scott songs, here's a bunch of Anton songs, here are two guys having a good time.' It's important to me to clarify that, because I think we did end up with something that spoke directly to the spirit we started with."

But the album was destined to be a one-off: they played a release show at the Hotel Utah in Berkeley, with both doing electric sets before a finale of songs from the disc. But Anton moved to Europe soon after that show, putting an end to that collaboration. And he thought at the time that Scott was on the way to doing more music. "It wasn't like he was looking for cheerleader to say, 'Oh, come on man!' But he had his own idea about career success, and it was more of an old school model. We all knew that the record business had changed anyway, and maybe he was still envisioning success on a level that didn't exist for a lot of people. Maybe Game Theory could sell 20,000 records but by the time they wrapped it up, 5,000 had become a noble goal. You didn't have to work by the old model so much anymore, especially when you have fans who are going to support anything you do."

The album also introduced Scott to Pro Tools, which boded well for

future recordings. “His brain and Pro Tools was a beautiful match. For instance, on the Zombies song, he did a piano solo which wasn’t performed, he constructed that—so you’re hearing his brain filtered through Pro Tools,” says Anton. “Technology was catching up with him, and I think part of the thrill of that recording was Scott’s discovery that he could do music again, he didn’t have to rely on that old model of the record business.”

For a combination of reasons, the followup never happened. But it’s reassuring that Scott’s recording career ends with something sweet and casual—essentially taking his musical history full circle to the sound of a couple friends spinning some favorite vinyl, cranking up the amps and getting their rocks off.

13

Exactly What We Don't Want To Hear

Making sense of the shadow that ultimately fell on Scott is something of a fool's errand. He'd come through rough patches before and nobody ever pegged him as dangerously depressed, even given his tendency to keep emotions tightly guarded. His friends saw him get through some hard personal times, ultimately coming through and moving on; his bandmates absorbed the miserable songs as well as the joyful ones. Without a doubt Scott always had more self-doubt than was justified, but he stayed remarkably productive during the worst of it. Yet somehow, something shifted. What ultimately happened wasn't necessarily connected to real-life concerns. More likely it was the kind of disastrous, clinical condition that manifests itself in later life, possibly connected to Scott's high level of intellect—and certainly aggravated by his tragic inability to reach out to the people in his life who cared the most.

"I strongly believe that what happened was the product of something that defied rationality. I believe it was something happening within him that was beyond his control," says Dan Vallor. "There had been times in his life when he'd been forthcoming about difficult emotions, but it wasn't like him to share what troubled him one-on-one. I believe in some ways he felt it more appropriate expressing those feelings in songs, like an inner dialogue that would eventually make its way to records." Bradley Skaught concurs: "My guess is that he always struggled with depression; the things that were very common in his songs were not theoretical concepts. But at the end he was getting increasingly withdrawn. Hard to say exactly where it came from, but there was a very defeatist aspect of things coming out."

None of this was evident to the fans, who followed the web page (at least until Ask Scott ended in March 2010, with a tribute to the just-deceased Alex Chilton) and Facebook posts and saw Scott at his best. Most of his Facebook feed was taken up with greetings from fans, but occasionally he'd post a family photo or a shot from a live show he'd played or attended, or a glimpse of his home life (in

August 2012 he proudly posted this Julianne epigram: “My six-year-old: ‘First, God created Adam. Then Adam created atoms. And Adam loved atoms.'”) Scott’s last cover photo was him in sensitive troubadour mode, with his new short haircut and an acoustic guitar —no longer making music for the masses but, one assumed, doing it quietly for his loved ones. On December 21, 2012 there was a photo of Scott and Joe Becker at the Starry Plough, Joe looking thoughtful but Scott with a wide grin (“The superheroes reunite!” posted Nan Becker in response).

After being laid off for the second time in his career, he changed jobs again in 2011, getting hired as lead engineer for the software company MarkLogic, and by all accounts fitting in well. Among the company’s accomplishments during Scott’s tenure was being hired by the BBC to power its Olympic Data Services for the 2012 London Olympics, building the application in a record twelve months and breaking all traffic records during the games. Says Kristine, “Restructuring in Objectivity’s employee organization in 2011 eliminated Scott’s position after more than 15 years of dedicated work. He was hurt, and I offered to go back to work thinking he might like to take the time off to work on his record [this being one of the handful of times when Scott was considering a return to recording]. But Scott was determined to get another job as soon as possible. He studied additional programming languages at home and brushed up on his skills in order to compete for jobs with young MIT graduates. We were both quite proud when in less than three months he was offered the job at MarkLogic. He took a drop in salary and title, but MarkLogic was a wonderful place for Scott. He said he really liked his boss, and he was always pleased and proud of his glowing work reviews.”

Scott still made sporadic appearances to promote his book, usually doing a few favorite covers and a song or two from his catalogue. One of those shows happened at the Starry Plough in December 2011. Backed by Bradley’s band the Bye Bye Blackbirds, Scott blasted through Morrissey’s “Last of the Famous International Playboys” and Stealers Wheel’s “Everyone’s Agreed That Everything Will Turn Out Fine”—both done in exuberant garage-band style, hardly the usual mode for a Morrissey tune. Joined by Gil on drums, they did Donovan’s “Season of the Witch” with suitable

guitar firepower. Scott then counts out, “One, two, last song!”—and they slammed into the *Lolita Nation* opener, “Not Because You Can,” calling forth the old intensity and the falsetto wails. Scott, Bradley and Gil huddled for the song’s closing riff; Scott drove the last chord home with a Pete Townshend leap. And it quite nearly was the last song; Scott played only one more gig, with Anton at Sacramento’s Java Lounge, on December 29.

Playing cover tunes remained a joyful thing for Scott, whether promoting the book or just practicing at home. Kristine recalls one such moment: “I think I suggested he play Tom Petty’s ‘American Girl’ for one of the book signing shows as it was always one of my favorite songs. But he felt playing that solo on the 12-string a bit daunting. One night early in 2013 as I was brushing my teeth for bed in the bathroom of our master bedroom, behind a closed door, I heard Scott’s 12-string launch into ‘American Girl.’ I stood still and silent and listened to the whole thing. I didn’t want to disturb him in any way. It was perfect. When he was done, I opened the door and saw him sitting at the foot of the bed holding the guitar and grinning. Before I could compliment him he said, ‘Did you hear that? I even played the entire guitar solo!’”

But during darker moments Scott looked back on his music career with resentment, still considering himself a failed musician. Bradley recalls them listening to Big Star’s 2009 boxed set, *Keep an Eye on the Sky,* which includes tracks from an ill-attended live show. “If you listen to the recording, they’re opening for some Memphis soul band and nobody is giving a shit—a couple people clap and there’s dead silence. And Scott had toured the country many times and sold thousands of records; how many people get to go that long on a nationally-distributed label? Scott considered his career an abject failure and I had to remind him that Big Star in their time was an actual failure, and that Game Theory was an actual success. He genuinely appreciated the people that liked his music, but he talked a lot about how badly this record did, or how poor that attendance was, and how it all ended with a whimper. A lot of this stuff is cumulative, but the music things definitely took their toll.” In a 2011 interview with *Rocker* magazine’s Erin Amar, he gave one of his more revealing answers to the question of recording again: “If people want to listen to 19-year-old autotuned oversouling, it’s

beyond stupid and humiliating for me to try to somehow shove to the front of that line, you know?"

One longtime thorn in Scott's side was the unavailability of his catalogue. Alias had put the early albums back into print, and used copies of *Two Steps* were easy enough to find. That left *Lolita Nation*, by now the album with the most word-of-mouth buzz, as the one nobody could find—indeed, used copies of the CD were selling in the hundreds of dollars online. The rights were still held by Scott Vanderbilt, who was all for getting it back out—but only if a label was willing to at least pay a nominal advance. This didn't necessarily please Scott, but in Vanderbilt's view a label would be more likely to promote a record if they'd made an investment, and it was worth holding out for takers. "There was a series of calls from time to time with Scott, and he'd ask what was going on. I knew there was some frustration on his part as to how I felt those records should be reissued."

One project that Scott indirectly set in motion—Aimee Mann and Ted Leo's new duo project as the Both—hit San Francisco in March of 2013, and Aimee would come to regret the jitters that kept her from inviting him to the show. Years earlier, Scott had been the first to recommend and pass a CD of Ted Leo's onto her. "The Bottom of the Hill in San Francisco was the first show we ever did together. And it's hard enough for me to get out for dinner before a show, because my attention is doing double-duty being nervous. I thought about inviting Scott to the show, but it was the first show and I knew I'd be doubly nervous if he was there. So I said 'Maybe next time.'"

Those close to Scott were by now used to his guardedness, which his closer friends often shared. "He was a true intellectual, a polymath really," says Dan. "It was rare to find someone so insatiably intellectually curious and for me it was exhilarating. I think both of us had some social awkwardness, had clearly grown up without a clear sense of 'place,' but we were comfortable with one another. Scott was quite confident but in some ways incapable of putting his emotional self on the line one-on-one, not so able to express the full spectrum of his emotional self, outside of maybe a handful of people or within his songs. Robert Toren has expressed a

similar experience with Scott, a compatibility partially based on our collective messy, sometimes awkward relationships with others. I don't think either of us was sufficiently comfortable in our own skin to be aloof but can see how it might have seemed that way. It's not that we were introverts, or incapable of relating to others, just not free and easy in the social order."

Some friends saw changes that only seemed ominous in retrospect. Ken Stringfellow, who'd known Scott since the *Linda* and *Interbabe* sessions in the '90s, came to San Francisco to play with Tav Falco in 2011 and with his solo band in 2013. "What seemed odd in terms of our friendship was that Scott had gotten more withdrawn. He was always a sensitive person, never a 'slap you on the back' kind of guy. But both those times he seemed more shy than usual. Kristine was always outgoing and Scott was still friendly, but instead of hanging out he would go into a corner and chill out—he just seemed to be further away than usual. He wasn't the kind of guy to tell you if he was having a bad time."

Scott's distress signals were subtle, but once in a while they slipped out. Bradley was around for one of those occasions. "There was one distinct time I remember going over there. We'd often watch movies with the kids, but this time he was really lethargic—he literally sat there, drank a beer and I don't think he said ten words all night. There was a palpable tension there—I said 'Hey, let's play guitar' and he said 'Not sure where it is.' I left that night wondering what that was all about." In some of his darker moments Scott also became convinced that his marriage was failing. Friends did notice some tension within the household, but depression can create distance and vice versa; the vicious circle may well have been underway. And even if the threat was imagined, the idea of losing his family would have been profoundly distressing. "He was such a brilliant human being and so deeply caring, but human relationships were kind of a struggle," says Bradley. "He felt that you should be able to read the book about it and go out in the world and be successful at relationships. He was great at parties and a delight to know, but in some ways the relationship thing was not part of his DNA."

But just when Scott's state of mind seemed to be in descent, he

quietly began plotting out a new record—one that would revive Game Theory, at least in name. It wasn't the first time he'd gotten the itch: there'd been the hint of new songs in 2002, and in February 2008 he again sent Sue an email broaching the topic: "I've decided that I want to do an album in the next year and a half or so. I realize I'm a big money-loser, so I won't bug 125 to be the label or anything." She was of course glad to be bugged, but once again Scott didn't follow through.

But this time it appeared to be for real. The first his old collaborators heard of it was in early 2013, when he saw a favorite local band, the Corner Laughers at the Starry Plough. Joining Scott and Kristine at this show were Gil Ray, Sue Trowbridge and her partner Joe Mallon, all of whom were enthused when Scott proposed doing some recording. Gil immediately volunteered as drummer, and when Scott expressed admiration for Corner Laughers bassist Khoi Huynh, Joe and Sue sought him out and recruited him for the project. They came back and said, "OK, you got a band now, Gil and Khoi." Sue agreed to release the album, and it was her suggestion to credit it to Game Theory. A lot of the Davis-era, Paisley Underground bands were now revving up once again—Steve Wynn and Michael Quercio had respectively revived the Dream Syndicate and the Three O'Clock, the Bangles had been reunited for awhile, and Matt Piucci was starting to revive the Rain Parade (which would eventually include Gil). A Game Theory revival would be timely, part of a trend—and would perhaps avoid the taint of commercial failure that was clinging to the Loud Family.

None of his fans knew that Scott was planning an album, much less a Game Theory album. Which in some ways makes sense: the pressure would be off, and nobody would be asking for Facebook updates. And he'd be making like David Bowie, who'd managed to record his new album *The Next Day* in secret while fans believed he was still in retirement. Bowie's album was released in early March and quickly became a favorite of Scott's—according to Sue, it was one of his inspirations for recording again, and he also planned to keep his album secret until it was ready for release.

The Game Theory album had a title, *Supercalifragile*; it had a

registered URL and it had a chosen producer, Allen Clapp of the Orange Peels (who'd had some production success with the Ocean Blue). But that was about as far as it got. None of the prospective players heard any demos, only some rough ideas about musical direction. And though Scott was thinking of reuniting some of the old band—maybe including some longtime fans he'd never played with, like R.E.M.'s Peter Buck—all of this remained hypothetical. Nan Becker says that Scott also talked to her about contributing but never followed through. "He told me about a new direction that he wanted to explore in songwriting," Gil says. "He tried to explain it to me, but I couldn't really follow it. I do remember that he talked about the importance of the bassline—naming the Beatles' 'Come Together' as a song you hear and don't think of the guitar or the piano, you key right into the bass. That was the direction Scott wanted to go in." Joe Becker also talked to Scott about playing some of the drums. "It was just sketches at that point. I talked to him in January and he was listening to a lot of jazz, and he said he was interested in going in more of a jazz direction and away from pop. I'm sure it would have turned out a pop record anyway."

In early March Scott had a meeting with Sue and Joe Mallon at Peet's Coffee in San Mateo to discuss the album. Sue says that she was struck by Scott's energy at this meeting, a type she'd never seen from him before. "He was saying he had some ideas for the album that were going to change the way people view albums; almost being that grandiose about it. He wanted to do some viral videos like OK Go [a pop group who had garnered major success in that format] did, something that was going to get a million YouTube views. And he was talking about getting some major names to play on it. I remember him mentioning Jody Stephens [the drummer who was now the one surviving original member of Big Star]. We talked about doing a Kickstarter as a way of pulling the fans in, but Scott was adamant that nobody would hear anything until it was absolutely done; he wanted to record it and drop it. He seemed almost manic that day, but at the time we were glad to see the enthusiasm."

But Scott began losing heart before the project even started, a change of attitude that unsettled his potential collaborators. "There were some emails after that first meeting, and they got more and

more disturbing," Gil recalls. "I was saying 'Hey, we're into this—come on over and we'll do some demos, we'll make a great record.' And Scott was saying things like, 'I don't know if we should do this. I'd hate to waste everybody's time, take everybody's time away from them.' He wasn't just getting cold feet about the project, it seemed he was almost apologetic about it." There was a second meeting three weeks after the first, with Allen Clapp at his home studio on Easter 2013. But by now Scott seemed convinced that the album wouldn't be worth making, and work was effectively called off. "This was something I'd never heard from him before, an uncharacteristic concern that what he was doing was good enough," says Dan, who wasn't at that meeting but in touch around that time. "He was clearly having some kind of crisis in that last month, and none of us could have anticipated the extent of it."

Blame that on Scott's knack for keeping his deepest feelings under wraps, even to the closest of his friends. What he could say in a song, and what he could express to the people in his world, were two different things. "He had self-doubt like a lot of people do, but there was a façade and he was good at keeping that up," notes Joe Becker. "His parents were somewhat old-fashioned and I think he grew up with the sense that you don't show any depression, you just suck it up. You don't take medication for it, which he didn't do until the last couple of months. The last I talked to Scott was in January [2013] and he was working on new songs, sounding like things were great—he was actually pretty optimistic. I thought music was the best therapy of his life anyway. Nobody ever told him you have to stop making music because you're raising a family; the only person who ever said that was him."

On April 7, three days after his 53rd birthday, Scott made two more Facebook posts. One was a vintage photo of Alternate Learning playing at the UCD quad. A few hours later came a belated birthday post: "This was a wonderful birthday. Thanks Kristine for a home-made lemon curd filled birthday cake, maybe the most delicious cake I've ever had (if it wasn't her chocolate grand marnier cake). Thanks to the girls and Kristine for beautiful cards, presents, and a fantastic dinner out. To all my friends on Facebook who wished me happy birthday, this is very much appreciated and has put me in great spirits. I'm looking forward to doing something musical this

year. Love and thanks to all." He spoke to a few of his friends during the week, letting them know he planned to be at the Three O'Clock's reunion show at the Great American Music Hall, on the 17th. Kristine's final memory of him is a happy one: "We all enjoyed a lovely family dinner at home together the night before he died. Scott and I shared one of those glances of pride with each other when the girls said some things that were particularly funny and astute that evening. I saw that wonderful sparkle in his eyes."

On Monday morning April 15, Scott came into work at MarkLogic and stayed through the morning. From work he made a couple of phone calls, including a goodbye call to his parents. Then he left work around noontime and made the goodbyes permanent. While it's acknowledged that Scott took his life, the specifics of that day have not been made public due to his family's wishes. They shall remain private here.

"I'm sorry, I wish I knew more," says Kristine. "Scott kept his depression to himself. My daughters and I are just as confused as anyone and very hurt. What helps us get through is remembering him as the father and husband we loved and not as someone suffering, which we didn't see, nor by focusing on trying to figure out the end, which we can't. Scott's spirit and voice live on in his recordings, and for that the girls and I are especially grateful. We were all dealt an extremely painful blow when Scott left so unexpectedly. The time we had with him will always be cherished."

As one of the first outside the family to hear Scott was gone, Gil was left to bear the bad news. "In the early evening on April 15, Gil called and was clearly distraught," Dan recalls. "I couldn't have imagined the news that Gil was about to deliver. I was completely unable to form a thought, I remember just externalizing, repeating to Gil 'I'm so sorry.' At that moment all I could process was intense sorrow for the emotional pain Gil was in, for what Kristine, his family and other friends were enduring…. I simply couldn't process it in terms of my own emotional world. While I've gotten past trying to make sense of it to myself, it's still haunting, but I now know I'll never understand it."

The news was broken to fans two nights later, in an emotional post on Sue Trowbridge's Loud Family site. The number of tributes that

went up on Scott's Facebook page—hundreds of them in the first hour, and many more over ensuing days—pretty much settled the question of whether Scott had a devoted fan base or not. That night a few of Scott's friends were taking solace in the Three O'Clock show that he'd been planning to attend. "For two days there'd been this very eerie silence on the Internet, and I guess it was broken by Sue's post," says Gil. "At the show, which I went to, I started to notice this strange effect of the people around me. Then Matt Piucci handed me his phone with the post on it and I remember thinking, 'Wow, so now everybody knows.' It was the strangest feeling." The show was especially tough for Michael Quercio, who got the news from Dan by phone on Tuesday. "I didn't want him blindsided by the news the night of the show, but he hadn't been online and I didn't want to tell him what happened in an email," Dan says. "We were all still quite stunned. Before the band went on we were sitting in the dressing room and Michael was fretting about whether he should say something; Danny [Benair, the Three O'Clock's drummer] and I suggested he not address what happened from the stage. I thought it would be too difficult for Michael and I think Danny rightly thought it would bring sadness to an evening many of the fans had looked forward to as a celebration, a reunion of friends as well as the band. For me at least, the evening was kind of a private celebration of Scott's life and its force; he was the bond that drew the handful of us in the back corner of the club together."

As part of her post, Sue noted that Scott had been playing and loving the David Bowie album. "That was weirdly and deeply comforting to me," says Anton Barbeau. "That was going to be my first question when I next talked to Scott, 'What do you think of the new Bowie?'—and I was grateful to see that. People started coming up to me and saying 'Oh my God, you knew Scott so well,' and I had to wonder how well anybody really knew him. I know I was around at some really difficult times, but he kept his emotions so well in check that you just have to hope that your being around is a helpful thing. But there's such a part of Scott that you don't see, and it leads you to that existential question of whether anybody really knows anybody."

"I listen back to the albums and I wonder, why couldn't we figure this out?" says Gil. "In hindsight, man, every song from his later

years is a cry for help. The clues were all there that he was suffering from severe depression; but we put it down to being artsy and sensitive. In all honesty he was hard to get close to emotionally; our connection came through humor and music. We could crack jokes until we were rolling on the floor laughing but in terms of emotions…. Well, we both had marriages break up while we were on tour. The difference was that Scott never once came to anyone wanting to talk about it. It was always 'We have to play the next show.'"

"One of the big regrets of my life is that I didn't get in touch with him," says Mitch Easter, who'd gotten word of Scott's plans for the album. "I hadn't seen him in years and years. He may have had zero interest in having me. But I wanted to say, 'Get me to record it, please!' And I wish he had known that I wanted to do it." (Sue says that Scott would have been glad to work with Mitch, but for convenience's sake the initial plan called for an all-Bay Area nucleus). Mitch also regrets that he missed the chance to talk Scott out of retiring in the first place. "I wanted to needle him about it. I think about all those age songs of his, they were funny and interestingly revealing of him. And I wanted to say, 'Don't be such a cliché, man! You don't have to start dying because you're 40. Go make another record—nobody cares what your birthday is, they want the sound coming out of you.' I have to assume he was a victim of conventionality in that way, that he thought you were supposed to stop at a certain age. But he did seem to have a crisis of confidence that I can't fathom. Maybe when you're an artist at the stratospheric level he was, everything had to be just so."

And the music does live on. The first public show of Scott's music after his death was in Sacramento on July 20, 2013, with a tribute show featuring many of his dearest collaborators and a few admirers who'd shared bills with him. Gil, Bradley, Suzi Ziegler, and Alison Faith Levy all played acoustically. Nan joined original Alternate Learning member Scott Gallawa's son Fletcher's band the Wheels for a set of Alternate Learning songs. And a unique Game Theory lineup featured most of the Davis members—Nan, Michael Irwin, Dave Gill and Fred Juhos—with Alison on lead vocals, and sideman Steve Harris (a friend of Dave's) covering Scott's lead guitar parts. "The real emotions happened at the rehearsals," Fred

recalls. “Especially when I saw some of the photos Robert had done of us, the ones that made us college students look like rock stars. Resurrecting the songs was quite an effort, but the only one I wound up tearing up on was ‘The Red Baron.’ That one rocked my world the first time we played it together, and it still did.”

Two more tribute shows happened that month, one in North Carolina with pop collective the Vagabond Saints Society, and one at the Cake Shop in Brooklyn on June 29, this one featuring some of Scott’s deepest songs—Jennifer O’Connor did “Inverness,” Okkervil River’s Will Sheff took on “Screwed Over by Stylish Introverts,” Cobra Verde/Guided By Voices member Doug Gillard did “Dripping With Looks” and A.C. Newman (New Pornographers) did “The Red Baron.” Another reunion of sorts took place the following summer, when Mitch Easter reconvened Let’s Active for a cancer foundation benefit in Carrboro, North Carolina. Taking the place of original bassist/singer Faye Hunter—who sadly had taken her own life in the same year Scott did—was Suzi Ziegler.

The ongoing series of Game Theory reissues, handled by Omnivore under Dan Vallor’s supervision, has provided some healing for band members, and a rallying point for fans. And in an irony that’s hardly unexpected, it’s getting the kind of attention that Scott always yearned for. At this writing, the front page of All Music Guide features a write up of the just-reissued *Real Nighttime*, and includes the word “masterpiece.” It’s looking increasingly likely that Game Theory and the Loud Family will join the ranks of consecrated cult bands, just like Big Star was when Scott was at UC Davis. “Good as this is to see happening, it does make you wonder where everybody was twenty years ago,” says Bradley.

When Bradley thinks of Scott, he recalls “so much humor in great artistry, and so much loyalty—you could call him up at 2 AM and he would have been there. But Scott did not love himself. There were things he knew he was good at, but the self-deprecation was true for him. At the same time, he was so incredibly opposed to any kind of violence that taking his life makes even less sense.” Robert Toren remembers one key aspect of Scott: “He never told bad jokes. I don’t know if you’ve spent much time around geniuses, but they have a way of being so much in control. It was a thrill to be around

him when he got going."

For most of those in Scott's world, the scars aren't mending right away. Says Sue Trowbridge, "He was the sun in our particular solar system. In a lot of ways he was the person that everybody was kind of revolving around. That's one of the things that made it especially difficult. You have to go back and reconfigure all your relationships."

Says Donnette Thayer, "Scott was a huge part of my life and he taught me so much. I didn't really have a father when I was growing up so he was the first man to influence me that way. And I incorporated so much of him that when I look at the mirror I still see big pieces of him." Adds Alison Levy, "You want to say, 'didn't he know how much we all loved him?' But that's not really what it is. There's something else in there, the part that we'll never understand."

Nan Becker last saw Scott in 2012, when she visited during his father's illness, and the two were able to heal some wounds. "One of the things I told him was how sorry I was for leaving the band, because I knew that had an impact on him; and I felt bad about how much I'd teased him when he was young. The last thing I said to him was 'I love you,' and I'll be grateful for that for the rest of my life. It still hurts when I find things about the house, like the yearbook that he signed for me. I'll open up a box and there he is again." Adds Joe Becker, "We spent so much time together since we were kids, talking about how much we wanted to play music. I didn't have a brother but he was the closest thing I ever had to one. I still dream about him a lot."

Gil Ray says he'll always feel a debt to Scott, through whom he met his wife and with whom he realized his dream of playing in a great band. "Scott gave me so many things, and I think about that all the time. And I love everything Scott gave to me. Except the sadness."

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About the Author

Brett Milano published his first piece, a favorable review of the Ramones album *End of the Century*, in the western Massachusetts weekly the *Valley Advocate* in January 1980. He wrote for that paper until moving to Boston in the early ‘80s, and became a regular at *Boston Rock* magazine before getting his first byline in the city’s major daily, the *Boston Globe*. Beginning with a Supertramp concert review, he made regular appearances in the Globe through the ‘80s, sometimes as often as five times a week. Here he wrote everything from interviews to locally-slanted features, and fondly remembers interviewing Joey Ramone and Barry Manilow in the same afternoon.

In the early ‘90s he spent three years in Los Angeles where he worked in publicity for the Rhino and Alias labels. At Rhino he compiled and annotated CD reissues by The Cars, Todd Rundgren, Lee Michaels and others. At Alias he was able to help get the Loud Family signed and was rewarded with a special thanks on their underground pop classic album, *Plants and Birds and Rocks and Things*.

He was website editor for Firefly, one of the first sites to use intelligent-agent technology in music and other referrals. Later he also worked for Harmonix Music, originator of the *Guitar Hero* and *Rock Band* games. Originally hired as website editor, he also became the lead researcher and content writer for *The Beatles: Rock Band* game.

Brett’s first book, *Vinyl Junkies: Adventures in Record Collecting*, looks at the phenomenon of record collecting through the lives and obsessions of the famous and not-famous folks who go to extreme lengths to track down those Holy Grails. As Smithereens leader Pat DiNizio writes in the foreword, “There’s no real defendable reason for this compulsion, this mania, this terrible malady. But in *Vinyl Junkies*, Brett Milano does seem to make sense of it all.” This book

was followed by 2007's *The Sound Of Our Town: A History of Boston Rock & Roll*, which made big waves on the East Coast. He also contributed short stories to the rock & roll fiction anthologies *Tales From the House Band I & II* (Plus One Press).

Most recently, he made a temporary move to New Orleans, where he was editor of the city's leading arts and culture magazine, *OffBeat*. He has been a commercial copywriter for a fashion retail site and for the content agency Cue Media.